

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4810484

The Registrar of Companies for England and Wales hereby certifies that
XTRA MEDIA LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 25th June 2003



N04810484G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4810484

Company Name in full **Xtra Media Limited**

I, **Margaret Knapton**

of **17 Milton Gds Liversedge**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [~~Solicitor engaged in the formation of the company~~] person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

M Knapton

Declared at

Brighouse, West Yorkshire

Day Month Year

On

19 06 2003

MICHAEL A TAYLOR SOLICITORS

• Please print name.

before me

BRIGHOUSE

Signed

[Signature]

Date

19/6/03

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**Margaret Knapton, 17 Milton Gardens,
Liversedge, West Yorkshire**

WF15 7BE

Tel 01422 200308

DX number

DX exchange



A09
COMPANIES HOUSE

0486
24/06/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full **Xtra Media Limited**

Proposed Registered Office

13 East Drive

(PO Box numbers only, are not acceptable)

Post town

Brighton

County / Region

Sussex

Postcode

BN2 0BQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

UKFormations

Address

17 Milton Gardens

Post town

Liversedge

County / Region

West Yorkshire

Postcode

WF15 7BE

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

**Margaret Knapton, 17 Milton Gardens,
Liversedge, West Yorkshire**

WF15 7BE

Tel 01422 200308

DX number

DX exchange



AD9
COMPANIES HOUSE

0491
24/06/03

Form revised July 1990

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	UKF Secretaries Limited		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname	UKF Secretaries Limited	
	Previous forename(s)		
	Previous surname(s)		
Address	The Spire Leeds Road		
Usual residential address For a corporation, give the registered or principal office address.	Lightcliffe		
	Post town	Halifax	
	County / Region	West Yorkshire	Postcode HX3 8NU
	Country	UK	
I consent to act as secretary of the company named on page 1			
Consent signature	UKKapt		Date 19/6/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)		
	Surname	UKF Nominees Limited	
	Previous forename(s)		
	Previous surname(s)		
Address	The Spire Leeds Road		
Usual residential address For a corporation, give the registered or principal office address.	Lightcliffe		
	Post town	Halifax	
	County / Region	West Yorkshire	Postcode HX3 8NU
	Country	UK	
	Day	Month	Year
Date of birth			Nationality
Business occupation	Company		
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature	UKKapt		Date 19/6/03

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc							
* Voluntary details	Forename(s)									
	Surname									
	Previous forename(s)									
	Previous surname(s)									
Address										
Usual residential address										
For a corporation, give the registered or principal office address.	Post town									
	County / Region		Postcode							
	Country									
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td> </td><td> </td><td> </td></tr></table>	Day	Month	Year				Nationality	
Day	Month	Year								
	Business occupation									
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature		Date							

This section must be signed by**Either**an agent on behalf
of all subscribers

Signed

M K Gupta

Date

19/6/03

Or the subscribers(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

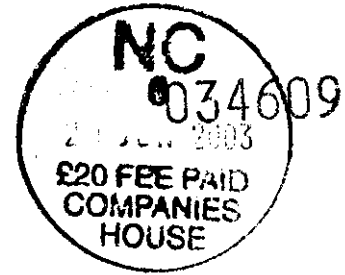
The Companies Acts 1985 and 1989

Company Limited by Shares

Memorandum of Association

Of

Xtra Media Limited



1. The Company's name is Xtra Media Limited.
2. The Company's registered office is to be situated in England or Wales.
3. The Object of the Company is to carry on business as a magazine publishing company.
 - 3.1. Without prejudice to the general nature of the aforementioned object and the powers the Company derives from section 3A of the Act the company has the power to do all or any of the following things:-
 - 3.1.1. To purchase or acquire by any means all or part of any company, partnership, person or society which carries on any business or possesses any suitable property for the purposes of the company with the company having the right to liquidate any such business or take over conduct and carry on the business of any such company, partnership, person or society.
 - 3.1.2. To manage any property either real or personal of any kind whether this be heritable or moveable or to purchase or otherwise acquire through any means any interests, lands, estates or other such real or personal property.
 - 3.1.3. To enter into any sharing arrangement for profits or partnerships or any other union of similar nature with any company or person for the purpose of carrying on business within any of the company objects.
 - 3.1.4. To conduct the affairs and manage any organization whatsoever carrying on business in any part of the world and of any kind whatsoever.
 - 3.1.5. To receive any monies on deposit or loan, or to make, draw, negotiate, endorse or accept any negotiable instruments whatsoever.
 - 3.1.6. To remunerate any company or person for rendered services in underwriting or placing of the company, to pay any or all expense incurred in the formation and incorporation of the company, or assisting in or about the formation of the company or the conduct of its business or promotion or any other matter whatsoever, or underwriting or assisting to underwrite or place any or all of the shares in the company's capital or other securities of the company of any nature whatsoever.

- 3.1.7. To acquire or purchase in any manner whatsoever any patents, licenses, copyrights, trademarks and the like conferring any rights to use whatsoever or any aspect, secret or otherwise, as to any process or development and the like which appears to the company to be capable of usage for any of the purposes whatsoever or the acquiring of which may directly or indirectly through the use, exercise or any other similar means benefit the company or to grant licenses for the manufacturing or otherwise of the aforementioned which the company may feel is calculated to directly or indirectly to achieve the aforementioned objects.
- 3.1.8. To acquire or purchase through any means all or any part of a business, property, liability or transaction of any company or person engaged in the carrying on of any business or in possession of suitable property for any of the purposes of the company where the purchase or acquisition is within the authority of the company to carry on.
- 3.1.9. To form companies or other bodies of all kinds and to promote or assist them in any manner or to issue on commission or otherwise underwrite, take or guarantee payment of any interest or dividend on any shares or other capital or securities or obligations of any such companies, subscribe for, and provide for or pay underwriting or brokerage commission of any such issue.
- 3.1.10. To donate or make loans either of cash or other assets in such cases or to such persons as are thought conducive to any of the objects of the company or thought to be otherwise expedient either directly or indirectly.
- 3.1.11. To amalgamate with any other company who either has objects similar or have included objects similar to those of the company and on any terms whatsoever.
- 3.1.12. To insure the life of any person or group of persons who may in the opinion of the company be of value to the company or where this is viewed by the directors of the company to be in the interests of the company where this person or persons may hold on goodwill or any other assets and to pay the premiums on the aforementioned insurance and to purchase and upkeep any insurance policy indemnifying any officer of the company for negligence, breach of trust or any other liability which may be lawfully insured against.
- 3.1.13. To enter into any legal and other proceedings, contracts, arrangements, negotiations and all other acts matters and things which appear conducive or expedient for the advantage of the company or the preservation of the company or the protection of the company at any time.
- 3.1.14. To sell, dispose or realize any property of the company and to distribute the proceeds if any of said actions among the members in specie but with the proviso that no distribution of said proceeds will result in a reduction of capital unless this is with the sanction of the law applicable at the time.
- 3.1.15. To carry on any business other than that stated above which may seem to the company to be capable of carrying on in connection with the above or which would be seen or calculated to directly or indirectly render profitable or enhance the value of any of the companies property or rights or similar.

- 3.1.16. To enter into financial transactions and operations of all kinds and to carry on and participate in such transactions and to take any relevant steps considered reasonable for carrying out the above, the above transactions and operations including without detracting from the generality of the foregoing, the entering into of contracts and arrangements of all kinds and the borrowing or lending of money.
- 3.1.17. To grant indemnities and undertake obligations of every description.
- 3.1.18. To pay for or accept payment for any property or rights acquired or sold or otherwise disposed of or dealt with by the company either in cash, by instalments or otherwise or in fully or partly paid up shares of any corporation or company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by any other securities which the company has power to issue in the case of acquirement or by any other securities of any company or corporation or any combination of the above and generally on such terms as the company may determine at the time of the transaction.
- 3.1.19. To purchase or otherwise acquire or to take, hold or sell any stock or shares or any other securities or obligations of any company and to lend or invest any of the monies of the company not immediately required for company operations in such manner as the above whether this be with or without a security at home or abroad as the company may deem fit at said time.
- 3.1.20. For the duration of the company remaining a private company and subject to the provisions of the Companies Act 1995:
 - 3.1.20.1. To provide financial assistance (within the meaning of S152(1)(a) Companies Act 1985)
 - 3.1.20.2. To undertake to remunerate or to remunerate any company, person or firm rendering services to the company whether this be by the allotment of shares or securities of the company credited as paid in full or paid in part or otherwise
- 3.1.21. To register the company or to procure the company's recognition in any country or place abroad.
- 3.1.22. To appoint any person or persons, company or companies, firm or firms to be agent or attorney of the company and not withstanding to act as agent, secretary or in similar capacity to the company.
- 3.1.23. To construct, maintain or alter any buildings, machinery or equipment as may seem beneficial for any of the business or in the interests of the company.
- 3.1.24. To manufacture, sell, buy and generally deal in any machinery, tools or things of any description which may be conducive to any of the company's objects, to obtain any order whether provisional or otherwise or act of parliament of this country or any other state to enable the company to carry all or any of its objects into effect or for effecting any alteration or modification of the company's constitution or for any purpose which may seem conducive to the company and to oppose any proceeding or other such matter which appears directly or indirectly to prejudice the interests of the company.

3.1.25. To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others either by or through agents, trustees or otherwise.

3.1.26. To do all such acts or things as are incidental or conducive to all or any of the above objects.

3.1.27. And so that:

3.1.27.1. No provision set forth in any sub-clause of this clause shall be construed restrictively, rather that the widest interpretation shall be applied to each provision and none of said provisions shall, except where so required expressly by the content, be limited in any way or restricted by interference from or reference to any other provision set forth in such sub-clause, or by interference from or reference to the terms of any other sub-clause of this clause, or by interference from or reference to the name of the Company.

3.1.27.2. The word "Company" in this clause except where used in reference to the company shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether resident or domiciled in the United Kingdom and whether now existing or otherwise.

3.1.27.3. The expression "the Act" in this case means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited

5. The Company's share capital is £1000 divided into shares of £1 each

We the person or persons whose names, addresses and descriptions are detailed and who subscribe to this memorandum desire to be formed into a company in pursuance of this memorandum of association and as part of this desire agree to take the numerical amount of shares shown in the document against our respective names.

**NAMES AND ADDRESSES
OF SUBSCRIBERS**

**number of
shares in words
taken by each
subscriber**

**UKF Nominees Ltd
The Spire
Leeds Road
Lightcliffe
Halifax
HX3 8NU**

Five Hundred

An Authorised Signatory *A. Knapton*

**Witnessed by
Andrew Knapton
17 Milton Gardens
Liversedge
West Yorkshire
WF15 7BE**

Signed *A. Knapton*

Dated..... *19/6/03*

The Companies Acts 1985 and 1989

Company Limited by Shares

Articles of Association

Of

Xtra Media Limited

1. Preliminary

- 1.1. Save in so far as they are varied or excluded hereby the regulations contained within Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by both the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No.1052) and further The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No.3373), said table hereinafter being called "Table A", shall apply to the Company. The Articles of Association of the Company shall be such regulations save as varied or so excluded and the Articles hereinafter contained.
- 1.2. Where the expression "The Act" is contained in these Articles said expression means the Companies Act 1985, where this is taken to mean any reference to the Act in these Articles being deemed inclusive of reference to any re-enactment or statutory modification of that provision in force for the time being.

2. Allotment of Shares

- 2.1. The directors may grant options over, allot or otherwise dispose of shares on such terms and in such manner as they feel fit which are comprised in the authorized share capital with which the Company is incorporated, said shares being under the control of the directors for said purpose (subject to section 80 of the Act)(further subject to article 4 below).
- 2.2. Unless the Company shall in general meeting by special resolution otherwise direct all shares which the directors propose to issue and which do not comprise part of the authorized share capital with which the Company is incorporated shall be offered in proportion to the members first, this offer being based on the number of respectively held existing shares. Said offer shall be made by notice, this notice both limiting a period of not less than 14 days within which the offer shall be deemed declined if not accepted and specifying the number of offered shares. In the event of any or all of the shares being deemed as declined after the expiry of the aforementioned period, such shares shall be offered to those persons who have within said period confirmed acceptance of the shares offered, this being in the aforesaid proportion. Any such further offer shall be made in like terms, be limited by a like period and be in the same manner as the offer originally. In the event of there being shares not capable of offer as per the aforementioned save by way of fractions of a share, or any shares which through special resolution are released from this article and its provisions, or which are not accepted pursuant to either an offer or subsequent further offer as contained in the aforementioned, shall be and remain under the directors control. Provided that the terms of disposal are not more favourable to the subscribers than they were to the members in the original offer, the directors may grant options over, allot or otherwise dispose of shares on such

terms, to such persons and in such manner as they feel fit. The foregoing provisions contained in this article shall be subject to section 80 of the Act in their effect.

- 2.3. The section 89(1) of the Act shall not apply to the Company in accordance with section 91(1), likewise sections 90(1) to (6) inclusive shall not apply to the Company
- 2.4. At any time or times from the date of incorporation for a period of five years and up to the amount of the authorised share capital of the Company at incorporation and in accordance with and for the purposes of section 80 of the Act, authorisation to exercise any power of the Company to grant rights and allot, to subscribe for or convert securities into shares of the Company is granted generally and unconditionally to the directors. After the aforementioned five year period any such offer or agreement made by the Company within that period for the granting of rights or allotment of shares may be carried out by the directors. The aforementioned authority hereby given may be varied, revoked or renewed by ordinary resolution at any time, this being subject to the said section 80.

3. Shares

- 3.1. On all shares both fully paid and otherwise which stand registered in the name of a person or persons under liability to or indebted to the Company, whether held by the registered holder solely or where he may be one of two or more joint holders, the Company shall have a first and paramount lien for all presently payable monies, either payable to the Company by him or his estate. Also, in the case of fully paid-up shares the lien conferred by regulation 8 in Table A shall apply. The regulation 8 contained in Table A shall also be modified accordingly.
- 3.2. In the event of any member being in default in respect of a call the liability of said member shall increase, this being through the words "and all expenses incurred by reason of such non-payment by the Company" being added to the end of the Table A regulation 18 first sentence.

4. General Meetings and Resolutions

- 4.1. The provisions of section 372(3) of the Act shall be complied with as to member rights to appoint proxies and the information given to members in this regard in every notice convening a general meeting. Where there are any general meeting which any member or members are entitled to receive notice or other communication of said notice or communication shall be sent both to the directors and the auditors for the time being of the Company.
- 4.2. Quorum
 - 4.2.1. A quorum shall be required for any business to be transacted at any general meeting, with a quorum being, subject to the article immediately below, two persons being either a member or a proxy for a member or a representative of a corporation who holds due authority and who are entitled to vote on the business that is the proposed transaction. A quorum shall be required for any business to be transacted at any general meeting, with a quorum being, subject to the article immediately below, two persons being either a member or a proxy for a member or a representative of a corporation who holds due

authority and who are entitled to vote on the business that is the proposed transaction.

- 4.2.2. A quorum shall be formed by a duly authorised representative where the member is a corporation, a member present in person or by proxy if and for so long as the Company only has one member.
- 4.2.3. In the event of within half an hour of the appointed time for a general meeting a quorum not being present said general meeting shall stand adjourned. This shall be to the same time, day and place the next week or to such a time, date and place as determined by the directors. If at the said adjourned meeting a quorum is again not present within half an hour of the appointed time for the aforementioned adjourned general meeting then said adjourned general meeting shall be dissolved.
- 4.2.4. The regulations 40 and 41 contained within Table A shall not apply to the Company

4.3. Sole Members

- 4.3.1. A decision shall be effectual and valid as if same had been agreed in general meeting by the Company subject to the provision in article 4.3.3 below if and for such time as the Company has only one member who takes any decision which is required to be taken either by means of a written resolution or taken in general meeting.
 - 4.3.2. If pursuant to article 4.3.1 above a sole member takes any decision said decision shall be recorded by the member in writing and delivered by that member to the Company where entry should be made in the Company minute book.
 - 4.3.3. The Company shall consider in general meeting only resolutions for the removal of a director prior to the expiry of his period of office under section 303 of the Act and for the removal of an auditor prior to the expiry of his period of office under section 391 of the Act.
 - 4.3.4. Where a member is present by proxy at a meeting they shall be entitled to speak and have one vote on a show of hands. Where the same person is appointed proxy for more than one member that person acting as proxy shall, on a show of hands, have as many votes as the combined members he or she represents and is therefore acting as proxy for, and in accordance with this the regulation 54 contained within Table A shall be modified.
- 4.4. Unless there is an ordinary resolution stating that Table A regulation 62 is to apply without modification, up to the commencement of a meeting at the place specified in Table A regulation 62, the appointment of a proxy and all or any authority said proxy is appointed under or a notarially certified copy of such authority or in any other manner with directorial approval may be deposited or received. In the event of the taking of a poll where said pole is taken at a time and venue other than at the meeting the authority may be again deposited or received as per the above. The authority stated above may also be handed prior to the commencement of the business of the meeting to the chairman of the meeting.

5. Appointment of Directors

- 5.1. The regulation 64 contained within Table A shall not apply to the Company
- 5.2. From time to time by ordinary resolution the maximum and minimum number respectively of the directors may be determined. There shall be no maximum number of directors and the minimum number of directors shall be one in default of and subject to any such determination. Subject to the according modifications to Table A regulation 89 in the event of a minimum of one director, authority to exercise all of the powers and discretions by Table A and these Articles expressed to be generally vested in the directors shall be given to a sole director.
- 5.3. The regulations 73 to 80 (inclusive) contained within Table A shall not apply to the Company and the directors shall not by rotation be required to retire.
- 5.4. The appointment of a director at a general meeting shall not go ahead unless either of the following apply: a) he is in possession of a recommendation by the directors of the Company; or b) notice signed by a member of the Company entitled and qualified to vote at the general meeting and notice signed by the person being proposed for appointment has been given to the Company stating the intention to propose for appointment that person, this notice being given not less than 14 clear days prior to the appointed general meeting date, nor more than 35 clear days prior to the appointed general meeting date.
- 5.5. Directorial Appointments
 - 5.5.1. Pursuant to article 5.4 above, the appointment of any person who is willing to be a director either to be an additional director or to fill a vacancy may be carried out by the Company by ordinary resolution.
 - 5.5.2. On the proviso that the appointment does not cause the number of directors to exceed the limit set in accordance with article 5.2 as the maximum number of directors, the Company directors may appoint any person who is willing to be a director either to be an additional director or to fill a vacancy.
- 5.6. If the Company has no members and no directors as a result of death or deaths the personal representatives of the last member to have died shall have the right to appoint a person to be a director of the Company by notice in writing. Said appointment shall be as effective as if it had been made by the Company in general meeting pursuant to article 5.5 above. In the case of two or more members dying in circumstances unclear as to the order of survival prior to death thus where it is uncertain which of them survived the other or others, the members shall, for the purpose of this article, be deemed to have died in order of seniority and thus the younger or youngers shall be deemed to have survived the elder.

6. Borrowing Powers

- 6.1. The directors of the Company may through exercising all the Company powers borrow without limit as to amount and upon such terms and in such manner as they see fit money. They may also, subject to section 80 of the Act in the case of any security which may be convertible into shares grant any standard security, mortgage or charge over its uncalled capital, property and undertaking or any part or parts thereof, and to issue debenture stock and debentures and other securities whether as security for any obligation, liability or debt of the Company or any third party or outright.

7. Alternate Directors

- 7.1. Unless determined by the Company in general meeting by ordinary resolution there shall be no entitlement to remuneration from the Company for an alternate director, save for the fact that he may receive or be paid by the Company such part of the remuneration otherwise payable to his appointer, this being subject to notice in writing to the Company being given by the appointer from time to time. Accordingly the first sentence of Table A regulation 66 shall be modified.
- 7.2. An existing director of the Company or any such other person as contained in Table A regulation 65 may act as alternate director. He may represent more than one director and as an alternate director shall be entitled to one vote per director whom he represents in addition to his own vote as a director at any meeting of the directors or of any directorial committee. For the purposes of deciding whether a quorum is present he shall however only count as one.

8. Gratuities and Pensions

8.1. Payment Of

- 8.1.1. Any powers conferred in the Company by its Memorandum of Association relating to payment of gratuities, pensions and other benefits may be exercised by the directors. They shall also be entitled to retain any benefits generated by the exercising of such powers and received by them or any of them.

- 8.1.2. The regulation 87 contained within Table A shall not apply to the Company.

9. Proceedings of Directors

- 9.1. In the event of a meeting of the directors or committee of the directors a director may vote on any resolution. This is notwithstanding whether he has any direct or indirect interest whatsoever in the matter. If he shall vote on such a matter his vote shall count and he shall regardless of whether he votes on said resolution be taken into account when calculating whether a quorum was present at the meeting.
- 9.2. Each and every director shall, under section 317 of the Act, disclose his interest in contracts to comply with his obligations.
- 9.3. The regulations 94 to 97 (inclusive) contained within Table A shall not apply to the Company.

10. The Seal

- 10.1. The directors or a committee of the directors shall give authority for the use of the seal of the Company if indeed the Company has a seal. Who shall sign any instrument to which the seal is affixed shall be determined by the directors. In the absence of the directors determining such it shall be signed by a director and by either a second director or the secretary. Only if the Company has a seal shall the obligation under Table A regulation 6 apply relating to the sealing of share certificates.
- 10.2. The powers conferred by section 39 of the Act relating to an official seal for use abroad may be exercised by the directors and any or all such powers shall be vested in the directors.

11. Indemnity

- 11.1. There shall be indemnity for every director or other officer or auditor of the Company against all losses or liabilities which may be sustained or incurred in or about the execution of his office or otherwise in relation hereto out of the assets of the Company, this to include liability incurred by him in defending any civil or criminal proceedings, or where relief is granted to him by the Court in connection with any application under sections 144 or 727 of the Act. Further no director or other officer shall be liable for any loss, damage or misfortune either incurred by or happening to the Company in the execution of his duties in office or in relation thereto. The effect of this article shall be only so far as its provisions are not avoided by section 310 of the Act.
- 11.2. Power to purchase insurance against such liability as is referred to in section 310(1) of the Act and to maintain such for any director, officer or auditor of the Company shall be granted to the directors.
- 11.3. The regulation 118 contained within Table A shall not apply to the Company.

12. Transfer of Shares

- 12.1. The first sentence of Table A regulation 24 shall not apply to the Company, and at the absolute discretion of the directors and without the assignation of any reason the directors may decline to register the transfer of a share whether fully paid or otherwise.

**NAMES AND ADDRESSES
OF SUBSCRIBERS**

**number of
shares in words
taken by each
subscriber**

**UKF Nominees Ltd
The Spire
Leeds Road
Lightcliffe
Halifax
HX3 8NU**

Five Hundred

An Authorised Signatory *AKnapton*

**Witnessed by
Andrew Knapton
17 Milton Gardens
Liversedge
West Yorkshire
WF15 7BE**

Signed *AKnapton*

Dated..... *19/6/03*