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MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
RAMBORO BOOKS PUBLIC LIMITED COMPANY

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Company Secretarial Division

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PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

RAMBORO BOOKS PUBLIC LIMITED COMPANY

(As altered by Special Resolutions passed on 13th November, 1970 and 21st January, 1994)

1. The Company's name is "RAMBORO BOOKS PUBLIC LIMITED COMPANY".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England.
4. The company's objects are:-
 - (A) (1) To establish and carry on the business of launderettes, washing machine, drying machine and dry cleaning machine proprietors, and dealers in and hirers of washing machines, drying machines, dry cleaning machines and bleaching equipment, and ancillary plant and equipment of every description; to establish and carry on business as cleaners, launderers, dry cleaners and carpet beaters, and dyers and repairers of all articles sent for beating, washing and cleaning and all business ancillary thereto.
 - (2) To carry on either separately or in conjunction with one another in any part of the world all or any of the businesses of Importers and Exporters of Books, Printers, Bookbinders and publishers of Books, Agents for the distribution of books throughout the world, and all businesses ancillary thereto.
- (B) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, remodel, let or take on hire, or otherwise deal in, any plant, machinery, material, article or thing capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.
- (C) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (D) To purchase take on lease or by other means acquire any freehold leasehold or other property for any estate or interest whatever and any rights privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories mills, works machinery engines, motors, rolling stock, plant, live and dead stock or things and any real or person property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

The company was incorporated under the 1929 Companies Act on 30th June, 1948, in the name of Enterprise Book Publishing Company Limited and on 15th December, 1970, changed its name to Ramboro Enterprises Limited. On 8th October, 1993, the name of the Company was changed to Ramboro Books Limited.

- (E) To purchase or by other means acquire and protect prolong extend and renew whether in the United Kingdom or elsewhere any copy rights, patents, patent rights, trademarks, designs, rights of production, rights of publication or other rights, brevets d'invention, and licenses which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents inventions or rights which the Company may acquire or propose to acquire.
- (F) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (G) To acquire and undertake the whole or any part of the business goodwill and assets of any person firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed up and to hold and retain or sell mortgage and deal with any shares, debentures or securities so received.
- (H) To promote any other Company or Companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (I) To manufacture sell treat and deal in all kinds of commodities substances materials articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any Company purchasing the same.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To lend money to persons or companies on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such person.
- (M) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage charge or lien up the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (O) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (P) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (Q) To act as agents or brokers and as trustees for any person firm or company, and to underlake and perform sub-contracts and also to act in any of the businesses of the Company though or by means of agents brokers sub-contractors or other.
- (R) To remunerate any person firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay off or incident to the formation registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for taking, placing or underwriting shares debentures or debenture stock.
- (T) To enter into any arrangements with any government or authority supreme municipal local or otherwise and to obtain from any such government or authority any rights concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (U) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences calculated to benefit existing or former employees Officers or Directors of the Company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance, and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (V) To distribute among the Members of the Company in kind any of the property of the Company, and in particular any shares debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To carry out all or any of the foregoing objects as Principals or agents or in partnership, co-operation or conjunction with any other person firm association or company and in any part of the world, and to procure the Company to be registered or recognised in any part of the British Dominions or in any foreign country or place.
- (X) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.
- (Y) To the extent that the same be permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

5. The liability of the members is limited.

6. The Share Capital of the Company is £50,000 divided into 50,000 shares of £1 each

The share capital was increased from £100 to £5,000 by resolution passed on 30th April, 1975, and from £5,000 to £50,000 by resolution passed on 5th July, 1976.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of shares
taken by
each Subscriber

Henry James Stenning

Suffolk House
E.C.4.

Law Stationer

ONE

Jessie Stenning

Suffolk House
E.C.4.

Law Stationer

ONE

Dated this 22 day of June, 1948

WITNESS to the above Signatures: R. Moore

49 Queen Victoria Street
E.C.4.

Law Stationer

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RAMBORO BOOKS PUBLIC LIMITED COMPANY

(Adopted by Special Resolution passed on 21st January, 1994)

The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 shall be the Articles of Association of the Company.

Names and Addresses of Subscribers

**Henry James Stenning
Suffolk House
E.C.4.**

Law Stationer

**Jessie Stenning
Suffolk House
E.C.4.**

Law Stationer

Dated this 22 day of June, 1948

WITNESS to the above Signatures: R. Moore

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