

456595 //

Form No. 41.

# THE COMPANIES ACT, 1929.



A COMPANIES  
REGISTRATION  
FEE STAMP OF  
5/- MUST BE  
IMPRESSED  
HERE.

**Declaration** of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

ENTERPRISE BOOK PUBLISHING COMPANY

he  
of  
ny

LIMITED.

nied by

F. S. MOORE LTD.,

49, Queen Victoria Street, E.C.4.

F. S. MOORE,  
Law Stationer & Printer, 49, Queen Victoria Street, London, E.C.4.

I,

HENRY JAMES STENNING

of 155 Suffolk House, London, E.C. 4.

Do solemnly and sincerely declare that I am <sup>(a)</sup> a person

named in the Articles of Association as Secretary

of ENTERPRISE BOOK PUBLISHING COMPANY

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
"or in Scotland  
"an Enrolled Law  
"Agent" "engaged  
"in the formation."

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 7 Laurence Pountney  
Hill in the City of London

the 22 day of June 1948

Before me

*Frank Bejn Jones*

A Commissioner for Oaths. (or a Notary Public or  
Justice of the Peace.)

*H J Stenning*

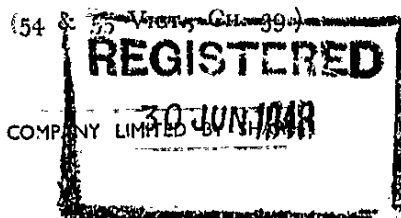
Reserve for binding

Number of  
Company

450595 / 2

Form No. 25.

THE STAMP ACT 1891.



Statement of the Nominal Capital

OF

ENTERPRISE BOOK PUBLISHING COMPANY

Limited.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance  
Act, 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

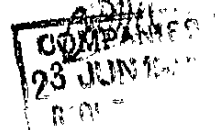
*NOTE.- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100  
or fraction of £100*

Presented by

F. S. MOORE LTD.,

49, Queen Victoria Street, E.C.4.

F. S. MOORE,  
Law Stationer & Printer, 49, Queen Victoria Street, London, E.C.4.



# THE NOMINAL CAPITAL

OF

ENTERPRISE BOOK PUBLISHING COMPANY

, Limited.

is £ 100 , divided into 100

Shares of £1 each.

Signature

*H. G. Stanning*

(State whether Director,  
Manager or Secretary).

Secretary

Dated the

*22*

day of

*June*

1948

Reserve for binding.



456595



THE COMPANIES ACTS, 1929 and 1947

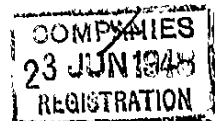
COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

### Enterprise Book Publishing Company Limited

1. The name of the Company is ENTERPRISE BOOK PUBLISHING COMPANY LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) 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, instal, repair, alter, re-model, 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 personal 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.
- (E) To purchase or by other means acquire and protect prolong extend and renew whether in the United Kingdom or elsewhere any copyrights, 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 upon 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 persons.
- (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 upon 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 interest 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 undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents brokers sub-contractors or others.
- (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 of 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 or taking, placing or underwriting shares debentures or debenture stock.
- (T) To enter into any arrangement 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.



(5)

(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.

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.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

(6)

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 EC4 Law Stationer	One
Jessie Stenning Suffolk House EC4 Law Stationer	One

DATED this 22 day of June , 1948

WITNESS to the above Signatures:-

A. Moore  
49 Lincoln Victoria St  
E.C.4.  
Law Stationer



456595



THE COMPANIES ACTS, 1929 and 1947

COMPANY LIMITED BY SHARES

## Articles of Association

OF

### Enterprise Book Publishing Company Limited

#### PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 30 to 33 (both inclusive), 35, 42, 64, 68, 69, 72, 78, 79, 82, 101, 104 and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.
2. In Clause 1 of Table A for the words "When any provision of the Act is referred to the reference is to that provision, as modified by any Statute for the time being in force", there shall be substituted the words "When any provision of the Act is referred to the reference is to that provision, as modified by any Statute or any part of any Statute for the time being in force".
3. The Company shall be a Private Company within the meaning of the Companies Act 1929 and accordingly  
(1) the Company shall not offer any of its Shares or Debentures to the public for subscription;  
(2) the number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company)

shall not at any time exceed fifty and (3) the transfer of Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share as the absolute owner thereof, and shall not, except as otherwise ordered by the Court, be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have notice thereof.

#### SHARES.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

6. Subject to the provisions of any agreement binding on the Company and in the case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms including in the case of Preference Shares the terms on which they are, or at the option of the Company are to be liable, to be redeemed, as the Directors think fit.

7. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of several joint Holders.

8. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares without assigning any reason; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS.

9. The Directors may borrow or raise for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in any other way the Directors may deem expedient.

GENERAL MEETINGS.

10. The quorum for the transaction of business at any General Meeting shall be two Members personally present; and Clause 45 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS.

11. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions the following provisions shall apply to notices of General Meetings of the Company:-

- (1) Notice of an Ordinary General Meeting shall be 21 days notice at the least (exclusive of the day on which notice is served or deemed to be served and of the day for which notice is given) and shall state that the meeting is the Annual General Meeting of the Company.
- (2) Notice of an Extraordinary General Meeting shall be 14 days notice at the least (exclusive of the day on which notice is given or deemed to be served and of the day for which notice is given).
- (3) All notices shall be in writing and shall specify the place the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in manner mentioned in the regulations of the Company or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the said regulations, entitled to receive such notices from the Company.
- (4) With the consent of all the Members entitled to attend and vote at that particular meeting, any Meeting may be convened by such shorter notice and in such manner as those Members may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

12. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members present in person or by proxy entitled to vote; and Clause 50 of Table A shall be modified accordingly.

DIRECTORS.

13. Until otherwise determined by the Company in General Meeting the number of Directors may be any number not exceeding five.

14. John Edward Cross and Brenda Cross shall be the first Directors of the Company.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. A Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors and shall not be subject to the provisions of Clause 80 of Table A.

#### DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated:-

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind or be found a lunatic;
- (C) If he cease to hold any necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (D) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (E) If he resigns his office by notice in writing.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

17. A Director may hold any office or place of profit (other than that of Auditor) under the Company or under any company in which the Company is interested without being accountable for any profit arising therefrom. Provided that he discloses his interest as hereafter mentioned, a Director may enter into or be interested in any contract or arrangement with the Company and may vote as a Director of the Company in respect

thereof and shall not be accountable for any profit arising thereout. A Director shall declare the nature of his interest in any such contract or arrangement at the meeting of Directors at which the contract or arrangement is first discussed or if his interest is acquired or arises after that meeting at the first meeting held after he becomes so interested. A general notice given by a Director to the Directors that he is a member of a particular firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure of interest for the purposes of this Clause. Every shareholder shall be deemed to take the shares with knowledge of this Article.

#### PROCEEDINGS OF DIRECTORS.

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

19. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

#### MANAGING DIRECTOR.

20. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term and at such remuneration (whether by way of salary, or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and may (subject to the provisions of any contract between him or them and the Company) revoke such appointment and make a fresh appointment in its place.

21. A Managing Director shall not while he holds office as such be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors but, subject to the provisions of any contract between him and the Company, shall be subject to the same provisions as to removal retirement and disqualification as if he had not been appointed Managing Director and if he ceases to hold the office of Director from any cause he shall ipso facto cease to be a Managing Director.

22. The Directors may from time to time entrust to and confer upon the Managing Director such of their powers and upon such terms and conditions as they may think fit.

ALTERNATE DIRECTORS.

23. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor by writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

NOTICES.

24. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

SECRETARY.

25. The first Secretary of the Company shall be Henry James Stenning.

WINDING-UP.

26. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidators may (with the sanction of an Extraordinary Resolution) divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidators with the like sanction think fit.



(13)

Names, Addresses and Descriptions of Subscribers

Henry James Stennings  
Suffolk House E64  
Law Stationer

Jessie Stennings  
Suffolk House E64  
Law Stationer

DATED this 22 day of June, 1948.

WITNESS to the above Signatures:-

J. Moore  
49 Queen Victoria St,  
E.C.4.

DUPLICATE FOR THE FILE

No. 456595



# Certificate of Incorporation

I Hereby Certify, That

ENTERPRISE BOOK PUBLISHING COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, <sup>and 1947,</sup> and that the Company is Limited.

Given under my hand at London this Thirtieth day of June One Thousand Nine Hundred and Forty-eight.

*[Signature]*  
For Registrar of Companies.

Certificate  
received by }

*[Signature]*  
R. Moore

pp. J. S. Moore Secy. Date 1st July 1948

36

THE COMPANIES ACTS, 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

ENTERPRISE BOOK PUBLISHING COMPANY LIMITED

---

PASSED the 16th day of November 1970

---

THAT with the consent of the Board of Trade  
the name of the Company be changed to  
RAMBORO ENTERPRISES LIMITED.

D.D. Murray  
CHAIRMAN



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 456595

/37

I hereby certify that

**ENTERPRISE BOOK PUBLISHING COMPANY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**RAMBORG ENTERPRISES LIMITED**

Given under my hand at London the **15TH DECEMBER, 1970.**

*Assistant Registrar of Companies*

Number of  
Company

4565 / 48

## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

RAMBORO ENTERPRISES

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference..... LC/MM

LEWIS CUTNER & Co.  
SOLICITORS  
24 & 25 MANCHESTER SQUARE  
LONDON W1M 5AP

Form No. 10

The Solicitors' Law Stationery Society, Limited  
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

To THE REGISTRAR OF COMPANIES,

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

..... Limited, hereby gives notice, pursuant to  
..... Section 63 of the Companies Act, 1948, that by a ..... Ordinary

Resolution of the Company dated the ..... 30th ..... day of ..... April ..... 1967  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £. 4,900 ..... beyond the Registered Capital  
of £. 100 .....

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
4,900	Ordinary	One Pound

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows :—  
NONE

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

State whether Director } Director  
or Secretary }

Dated the 1st ..... day of May ..... 1967

Note.—This margin is reserved for binding and must not be written across

456595 / 50

RAMBORO ENTERPRISES LIMITED

RESOLUTION PASSED AT AN EXTRAORDINARY GENERAL  
MEETING OF THE MEMBERS OF THE COMPANY HELD  
ON THE 30TH APRIL 1975

THAT the capital of the Company be increased to £5,000  
by the creation of 4,900 Ordinary Shares of £1 each  
to rank pari passu with the existing Ordinary Shares  
of the Company.

.....  
Chairman



No. 456595

51

# Ordinary Resolution

Companies Act 1948-1967

Company Limited by shares

of

RAMBORO ENTERPRISES LIMITED

Passed the 5th July 1976

At an Extraordinary General Meeting of the above-named Company,  
duly convened and held at The Registered Office of the Company on  
the 5th July 1976 the subjoined ORDINARY RESOLUTION  
was duly passed :

## Resolution

THAT the Share Capital of the Company be increased from £ 5,000  
to £50,000. by the creation of 45,000 Ordinary Shares of £1 each,  
such shares to rank pari passu in all respects with the existing share  
capital of the Company.

  
Donald Murray.

Chairman.





No. of Company ..... 456595 / 52

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... RAMBOLD ENTERPRISES ..... Limited\*

hereby gives you notice that by ordinary/~~extraordinary~~/~~special~~\*\* resolution of the company dated the  
..... 5th July 1976 ..... the nominal capital of the company has been increased by the  
addition thereto of a sum of £ .. 45,000 ..... beyond the registered capital of £ : 5000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
<u>45,000</u>	<u>ORDINARY SHARES</u>	<u>£1 EACH.</u>

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-  
(If any of the shares are preference shares state whether they are redeemable or not)

To rank pari passu with existing capital

Signed ..... [Signature] .....  
M. A. M. C. M. C.

State whether  
Director or Secretary ..... DIRECTOR .....

Date ..... 5/8/76 .....

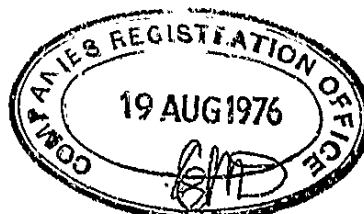
\* Delete "Limited" if not applicable

\*\* Delete as necessary

(see notes overleaf)

Presented by:

Presentor's reference:



Form No. 10

# SPIRO & CO

The Board of Directors,  
Ramboro Enterprises Limited,  
Charter House,  
52 Gloucester Place,  
London W1H 4EB.

CR601

1986

31st July 1986

Dear Sirs,

Re: RAMBORO ENTERPRISES LIMITED - CO.NO: 456595 78

We will be pleased if you will accept this letter as our formal resignation from the office of auditors to the above company with immediate effect.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Spook*

SPIRO & CO.

# G

COMPANIES FORM No. 155(6)a

## Declaration in relation to assistance for the acquisition of shares.

# 155(6)a

Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number


456595

Name of company

Note  
Please read the notes  
on page 3 before  
completing this form

\* RAMBORO ENTERPRISES LIMITED

\* Insert full name  
of company

1/Wet JOHN ELIOT NEEDLEMAN of  
20 Christchurch Crescent

† Insert name(s) and  
address(es) of all  
the directors

Radlett

Hertfordshire

WD7 8AH

§ Delete as  
appropriate

[the sole director] ~~[all the directors]~~ of the above company do solemnly and sincerely declare that:

The business of the company is:

† Delete whichever  
is inappropriate

(a) ~~that of a [recognised bank] [licensed institution] within the meaning of the Banking Act 1979†~~(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~

(c) something other than the above†

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~[company's holding company]~~The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the purpose of that acquisition].§~~The number and class of the shares acquired or to be acquired is: 5000 ordinary shares  
of £1 each (fully paid)Presentor's name, address and  
reference (if any):MARTIN BOSTON & CO.  
70 Gloucester Place  
London  
W1H 3HL

For official use

General Section

Post room



The assistance is to be given to (note 2) FIRECOUNT LIMITED of Hobson House, 155 Gower  
Street, London WC1E 6BJ.

Please do not  
write in  
the margin

Please complete  
legibly, preferably  
in block type, or  
bold block lettering

The assistance will take the form of:

(A) A Loan of £378,000 by the Company to Firecount Limited ("Firecount") such monies when received by Firecount to be paid (along with other monies to be provided directly by Firecount Limited) to the Vendors of the aforesaid shares.

(B) The Company will enter into a Loan Agreement with the Royal Bank of Scotland Plc ("the Bank") to borrow £70,000 such loan to be repaid by the 30th of June 1993 upon Invoice Discounting Facilities being provided by International Trade Services (a division of the Bank). Interest on the loan payable by the Company is 2.5% per annum over the Bank's Base Rate from time to time with a minimum rate of 7.5%

(Cont/... Annex

The person who ~~has acquired~~ [will acquire]\* the shares is:

FIRECOUNT LIMITED

*E*  
\*Delete as  
appropriate

The principal terms on which the assistance will be given are:

The loan of £378,000 by the Company to Firecount shall be non interest bearing and shall be repayable on demand.

The amount of cash to be transferred to the person assisted is £ 378,000

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is April 19 93

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Delete either (a) or  
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]† (note 3)~~

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

Declared at 118 Elm St. N. London

Declarants to sign below

By the said JOHN ELLIOT NEEDLEMAN

the 6<sup>th</sup> day of Apr

One thousand nine hundred and Ninety Three

before me Myra L. Dan.

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

*J. E. Needleman*

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

**AUDITORS' REPORT TO THE DIRECTOR OF  
RAMBORO ENTERPRISES LIMITED PURSUANT TO  
SECTION 156(4) OF THE COMPANIES ACT 1985**

We have examined the annexed Statutory Declaration of John Elliot Needleman dated 6 April 1993 in connection with the proposal that the company should give financial assistance for the purchase of 5,000 of the company's ordinary shares. We have enquired into the state of the company's affairs.

We are not aware of anything to indicate that the opinion expressed by the director in his Declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all circumstances.



H W Fisher & Company  
Chartered Accountants  
Registered Auditors  
Acre House  
11-15 William Road  
London NW1 3ER

Dated : 6 April 1993

Cont/...

per annum. The Company will grant security for such loan to the Bank in accordance with the terms of the Loan Agreement namely firstly an unlimited guarantee in favour of the Bank in regard to the obligations of Firecount to the Bank, secondly a Debenture in favour of the Bank and thirdly such future security as the Bank may from time to time hold for the Company's liabilities.

(C) The Company will enter into an Invoice Discounting Agreement with RoyScot Factors Limited ("RoyScot") pursuant to which RoyScot will make payment to the Company in regard to RoyScot's purchase of debts due from customers of the Company in the United Kingdom (as provided in the said Agreement) and so that the first £130,000 so paid by RoyScot to the Company shall when received by the Company form part of the said sum of £378,000 to be lent to Firecount. The Invoice Discounting Agreement shall entail an administration charge of 0.58% of the invoice value of each debt vested in RoyScot, a discount charge of 2.5% per annum above the Bank's Base Rate from time to time (with the minimum Base Rate of 4%) in respect of the total payments made by RoyScot to the Company in respect of the purchase of debts by RoyScot. If any debt so purchased shall remain unpaid for more than 90 days the Company shall be obliged to pay to RoyScot the full amount of such debt and all costs and expenses incurred. The Invoice Discounting Agreement may be terminated upon at least three months of written notice or inter alia upon the Company's default or insolvency.

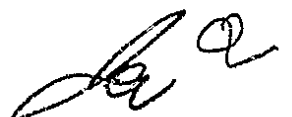
(D) The Company will enter into a Loan Agreement with John Elliot Needleman ("Mr Needleman") to borrow £178,000 and the Company shall grant to Mr Needleman a Debenture to secure such loan (the rights interests and remedies given and granted to Mr Needleman being postponed in all respects to the rights interests and remedies of the Bank and of RoyScot pursuant to the matters above referred to). Interest pursuant to the Loan Agreement shall be

Cont/..2



paid at the rate of 1% per annum over the Base Rate from time to time of Barclays Bank Plc and the Loan is repayable on demand (but subject to the prior rights interests and remedies of the Bank and of RoyScot).

(E) The monies referred to (B), (C) and (D) will when received comprise the sum of £378,000 to be lent to Firecount as stated in (A) above.

A handwritten signature in black ink, appearing to be 'A. Q.' or similar, located in the bottom right corner of the page.



RAMBORD ENTERPRISES LIMITED

Company No. 456595

Special Resolution passed on the 6th of April 1993 concerning financial assistance.

That the company approve the giving of financial assistance by the company namely the lending of £378,000 by the company to Firecount Limited such monies when received by Firecount Limited to be paid by Firecount Limited to the vendors of shares in the capital of the company and further that the company approve the execution (in each case as a deed) and delivery of the following:-

- (a) A Loan Agreement for £70,000 between the Royal Bank of Scotland Plc and the Company.
- (b) A Guarantee by the company in favour of the Royal Bank of Scotland Plc in connection with the obligations of Firecount Limited to the Royal Bank of Scotland Plc.
- (c) A debenture by the company in favour of the Royal Bank of Scotland inter alia relating to the said Loan Agreement to be entered into between the Royal Bank of Scotland and the Company.
- (d) An Invoice Discounting Agreement between RoyScot Factors Limited and the company in accordance with the terms thereof.



- (e) A Loan Agreement between John Elliot Needleman and the Company for £178,000.
- (f) The granting of a Debenture by the company in favour of John Elliot Needleman in connection with the said Loan Agreement to be entered into between John Elliot Needleman and the company.

*as for  
Secretary*

RAMBORD ENTERPRISES LIMITED

Company No. 456595

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Special Resolutions amending Memorandum and Articles of Association made on the 6th of April 1993.

1. That with effect from the date hereof Regulation 10 in Part I of Table A in the First Schedule of the Companies Act 1948 incorporated in the Articles of Association of the Company be and is hereby deleted.

2. That the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph Y to be added to Clause 3 of the Memorandum of Association namely:- "To the extent that the same is 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."

3. That the Articles of Association be and is hereby amended by the insertion of new Articles 5A namely "That the Directors shall have power to authorise and to execute and deliver such

- 2 -

deeds documents acts and any other thing (and in particular but without prejudice to the generality of the foregoing to lend money and to make loans and advances) which shall constitute the giving of financial assistance for the purpose of an acquisition of shares in the Company or its holding company to the extent duly approved by the Company in general meeting and to the extent permitted by law."

*a. j. fore*  
*Secretary*

**225(2)**

**Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order**

Pursuant to section 225(2) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* insert full name  
of company

**Note**  
Details of day and  
month in 2, 3 and  
4 should be the  
same.

Please read notes  
1 to 6 overleaf  
before completing  
this form.

† delete as  
appropriate

If neither of these  
statements can be  
completed, the  
notice cannot be  
given.

‡ Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland)  
as appropriate

1. To the Registrar of Companies  
(Address overleaf - Note 7)

Company number

456595

Name of company

\* **RAMBORO ENTERPRISES LIMITED**

2. gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 7

3. The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 9 3

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of **FIRECOUNT LIMITED**

, company number **1785087**

the accounting reference date of which is **31 JULY**

5. If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

6. Signed

*E. New*

Designation: *Director*

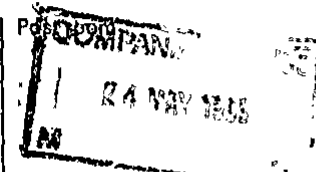
Date **21/5/93**

Presenter's name address  
telephone number and reference (if any):

**HP/MYH/RC/8150**

**GASSON BECKMAN**  
Hobson House  
95 Gower Street  
London WC1E 6BJ

For official use  
D.E.B.



Company No. 456595

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

OF

RAMBORO ENTERPRISES LIMITED



Incorporated on 30 June 1948

THE COMPANIES ACTS 1929 AND 1947

AND

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RAMBORO ENTERPRISES LIMITED

(As altered by a Special Resolution passed on 13th day of November 1970)

- \*1. The name of the Company is "RAMBORO ENTERPRISES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established 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, re-model, 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.

\*The name of the Company was on the 15th day of December 1970 changed from "Enterprise Book Publishing Company Limited".

- (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 personal 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.
- (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 upon 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 persons.
- (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 upon 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 interest 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 undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents brokers sub-contractors or others.
- (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 or taking, placing or underwriting shares debentures or debenture stock.

- (T) To enter into any arrangement 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 is 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.

4. The liability of the members is limited.

\*5. The Share Capital of the Company is £50,000 divided into 50,000 shares of £1.00 each.

\* Increased from £100 to £5,000 by Ordinary Resolution passed on 30th April 1975 and from £5,000 to £50,000 by Ordinary Resolution passed on 5 July 1976.

\* \* Inserted by a Special Resolution passed on 6 April 1993

Company No. 456595

THE COMPANIES ACTS 1929 and 1947

And

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

\*RAMBORO ENTERPRISES LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to The Companies Act 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 10 (\* \*), 30 to 33 (both inclusive), 35, 42, 64, 68, 69, 72, 78, 79, 82, 101, 104 and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. In Clause 1 of Table A for the words "When any provision of the Act is referred to the reference is to that provision, as modified by any Statute for the time being in force", there shall be substituted the words "When any provision of the Act is referred to the reference is to that provision, as modified by any Statute or any part of any Statute for the time being in force".

3. The Company shall be a Private Company within the meaning of the Companies Act 1929 and accordingly (1) the Company shall not offer any of its Shares or Debentures to the public for subscriptions: (2) the number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the

\* The name of the Company was on the 15th day of December 1970 changed from "ENTERPRISE BOOK PUBLISHING COMPANY LIMITED"

\* \* Inserted by a Special Resolution passed on 6 April 1993.

Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty and (3) the transfer of Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any share as the absolute owner thereof, and shall not, except as otherwise ordered by the Court, be under any obligation to recognise any trust of equity or equitable claim to or partial interest in such share, whether or not it shall have notice thereof.

#### SHARES

\* 5. The Share Capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

\* \* 5A That the Directors shall have power to authorise and to execute and deliver such deeds documents acts and any other thing (and in particular but without prejudice to the generality of the foregoing to lend money and to make loans and advances) which shall constitute the giving of financial assistance for the purpose of an acquisition of shares in the Company or its holding company to the extent duly approved by the Company in general meeting and to the extent permitted by law.

6. Subject to the provisions of any agreement binding on the Company and in the case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms including in the case of Preference Shares the terms on which they are, or at the option of the Company are to be liable, to be redeemed, as the Directors think fit.

\* Increased from £100 to £5,000 by Ordinary Resolution passed on 30 April 1975 and from £5,000 to £50,000 by Ordinary Resolution passed on 5 July 1976.

\* \* Inserted by a Special Resolution passed on 6 April 1993.

7. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of several joint Holders.

8. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares without assigning any reason; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS

9. The Directors may borrow or raise for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in any other way the Directors may deem expedient.

#### GENERAL MEETINGS

10. The quorum for the transaction of business at any General Meeting shall be two Members personally present; and Clause 45 of Table A shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

11. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions the following provisions shall apply to notices of General Meetings of the Company :-

- (1) Notice of an Ordinary General Meeting shall be 21 days notice at the least (exclusive of the day on which notice is served or deemed to be served and of the day for which notice is given) and shall state that the meeting is the Annual General Meeting of the Company.
- (2) Notice of an Extraordinary General Meeting shall be 14 days notice at the least (exclusive of the day on which notice is given or deemed to be served and of the day for which notice is given).
- (3) All notices shall be in writing and shall specify the place the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given in manner mentioned in the regulations of the Company or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under the said regulations, entitled to receive such notices from the Company.
- (4) With the consent of all the Members entitled to attend and vote at that particular meeting, any Meeting may be convened by such shorter notice and in such manner as those Members may think fit.

#### PROCEEDINGS AT GENERAL MEETINGS

12. A poll shall be taken whenever directed by the Chairman or demanded by one or more Members present in person or by proxy entitled to vote; and Clause 50 of Table A shall be modified accordingly.

#### DIRECTORS

13. Until otherwise determined by the Company in General Meeting the number of Directors may be any number not exceeding five.

14. John Edward Cross and Brenda Cross shall be the first Directors of the Company.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as herein before mentioned. A Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors and shall not be subject to the provisions of Clause 80 of Table A.

#### DISQUALIFICATION OF DIRECTORS

16. The office of a Director shall be vacated:-

- (A) If he becomes bankrupt or insolvent or compound with his creditors;

- (B) If he become of unsound mind or be found a lunatic;
- (C) If he cease to hold any necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (D) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (E) If he resigns his office by notice in writing.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or any entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

17. A Director may hold any office or place of profit (other than that of Auditor) under the Company or under any company in which the Company is interested without being accountable for any profit arising therefrom. Provided that he discloses his interest as hereafter mentioned, a Director may enter into or be interested in any contract or arrangement with the Company and may vote as a Director of the Company in respect thereof and shall not be accountable for any profit arising thereout. A Director shall declare the nature of his interest in any such contract or arrangement at the meeting of Directors at which the contract or arrangement is first discussed or if his interest is acquired or arises after that meeting at the first meeting held after he becomes so interested. A general notice given by a Director to the Directors that he is a member of a particular firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure of interest for the purposes of this Clause. Every shareholder shall be deemed to take the shares with knowledge of this Article.

#### PROCEEDINGS OF DIRECTORS

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

19. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

#### MANAGING DIRECTOR

20. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term and at such remuneration (whether by way of salary, or commission or participation in profits, or

partly in one way and partly in another) as they may think fit, and may (subject to the provisions of any contract between him or them and the Company) revoke such appointment and make a fresh appointment in its place.

21. A Managing Director shall not while he holds office as such be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors but, subject to the provisions of any contract between him and the Company, shall be subject to the same provisions as to removal retirement and disqualification as if he had not been appointed Managing Director and if he ceases to hold the office of Director from any cause he shall ipso facto cease to be a Managing Director.

22. The Directors may from time to time entrust to and confer upon the Managing Director such of their powers and upon such terms and conditions as they may think fit.

#### ALTERNATE DIRECTORS

23. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor by writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

#### NOTICES

24. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

#### SECRETARY

25. The first Secretary of the Company shall be Henry James Stenning.

#### WINDING-UP

26. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidators may (with the sanction of an Extraordinary Resolution) divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidators with the like sanction think fit.



---

Names, Addresses and Descriptions of Subscribers

---

Henry J Stenning  
Suffolk House  
EC4

Law Stationer

Jessie Stenning  
Suffolk House  
EC4

Law Stationer

---

DATED this 22nd day of June 1948

WITNESS to the above Signatures:-

R Moore  
49 Queen Victoria Street  
EC4

Law Stationer



RAMBORD ENTERPRISES LIMITED

Company No. 456595

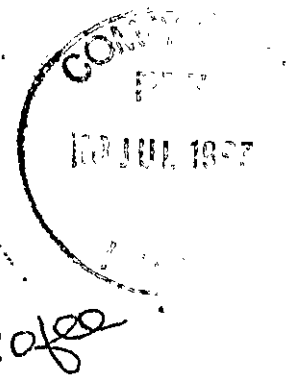
SPECIAL RESOLUTION

Change of Name

Special Resolution passed on the *1st* day of *July* 1993  
concerning a change of name:

That the name of the Company be changed from RAMBORD  
ENTERPRISES LIMITED to RAMBORD BOOKS LIMITED ~~with immediate~~  
~~effect.~~

*J. E. Macellone*  
.....



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 456595

I hereby certify that

**RAMBORO ENTERPRISES LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**RAMBORO BOOKS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 8 OCTOBER 1993

*P. Bevan*  
**P. BEVAN**

an authorised officer

Company No: 456595

---

The Companies Act 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTIONS**

of

**RAMBORO BOOKS LIMITED**

Passed Friday, 21st January, 1994

---

The following RESOLUTIONS were passed at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on Friday, 21st January, 1994:-

**RESOLUTION**

**THAT:**

1. Pursuant to the provisions of Section 43 of the Companies Act, 1985, the company be re-registered as a public company.
2. The name of the company be changed to RAMBORO BOOKS PUBLIC LIMITED COMPANY.
3. The Memorandum of Association of the Company thereupon be altered as follows:-
  - a) by deleting the existing clause 1.
  - b) by re-numbering remaining existing clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6 respectively.
  - c) by inserting the following new clauses to be numbered 1 and 2:
    - "1. The name of the Company is RAMBORO BOOKS PUBLIC LIMITED COMPANY.
    2. The Company is to be a public company."
4. 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 be adopted as the Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association.



A handwritten signature in dark ink, appearing to read "JEN" or similar, written over a horizontal line.

Chairman

# G

COMPANIES FORM No. 43(3)

## Application by a private company for re-registration as a public company

# 43(3)

Please do not write in this margin

Pursuant to section 43(3) of the Companies Act 1985

*Amended to parts 32 & 33  
Mr P A Kaye  
instructed by  
Mr E. Leigh  
3/2/94*

To the Registrar of Companies

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

Name of company BOOKS.

--	--	--

456595

\* Insert full name of company

\* RAMBORO LIMITED

φ Insert full name of company amended to make it appropriate for this company as a public limited company

applies to be re-registered as a public company by the name of φ

RAMBORO BOOKS PUBLIC LIMITED COMPANY

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

§ delete if section 44 of the Act does not apply

~~[50 Copy of company's statement of affairs]~~ §

⊗ delete as appropriate

Signed

*H. W. Fisher*

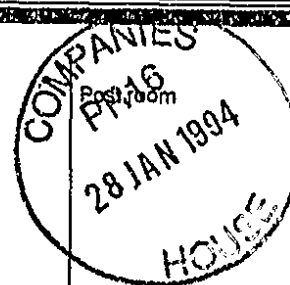
[Director] [Secretary] ⊗ Date

21 JAN 1994

Presenter's name address telephone number & reference (if any)

H. W. FISHER & CO.  
CHARTERED ACCOUNTANTS  
THE HOUSE  
117-119 WILLIAM ROAD  
LONDON NW1 6LN

For official Use  
D.E.B.



BB  
£50  
100213

**G**

COMPANIES FORM No. 43(3)(e)

**Declaration of compliance  
with requirements by a  
private company on application  
for re-registration as a public  
company****43(3)(e)**Please do not  
write in  
this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* RAMBORO BOOKS LIMITED

\* Insert full name  
of companyI, John Elliot Needleman  
of 20 Christchurch Crescent  
Radlett  
Herts. WD7 8AH☼ delete as  
appropriate

§ insert date

~~I, the undersigned~~ [a director] ☼ of the company, do solemnly and sincerely declare that:  
1 the company, on 21st January, 1994 §, passed a special resolution  
that the company should be re-registered as a public company;  
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;  
3 between the balance sheet date and the application for re-registration, there has been no change in  
the company's financial position that has resulted in the amount of its net assets becoming less than  
the aggregate of its called-up share capital and undistributable reserves.

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

Declared at 70 Gloucester Place Declarant to sign below  
London W1H 3HL.

the 21<sup>st</sup> day of January  
one thousand nine hundred and ninety four.  
before me Alexander C. Ball.

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Presenter's name address  
telephone number & reference (if any)

**H. W. FISHER & CO.**  
CHARTERED ACCOUNTANTS  
ACRE HOUSE  
11/15 WILLIAM ROAD  
LONDON NW1 3ER

For official Use

D.E.B.

Postmark



436595

**MEMORANDUM**  
**and**  
**ARTICLES OF ASSOCIATION**  
**of**  
**RAMBORO BOOKS PUBLIC LIMITED COMPANY**

**H.W. Fisher & Company**  
Chartered Accountants  
Company Secretarial Division

Acre House  
11-15 William Road  
London  
NW1 3ER

Telephone 071-388 7000  
Fax 071-380 4900



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, re-model, 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 licences 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 undertake 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 arrangement 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

ONE

Suffolk House  
E.C.4.

Law Stationer

Jessie Stenning

ONE

Suffolk House  
E.C.4.

Law Stationer

---

Dated this 22 day of June, 1948

WITNESS to the above Signatures: R. Moore

49 Queen Victoria Street  
E.C.4.

Law Stationer

The Companies Act 1985

**PUBLIC COMPANY LIMITED BY SHARES**

---

# **ARTICLES OF ASSOCIATION**

of

## **RAMBORO BOOKS PUBLIC LIMITED COMPANY**

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

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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**

**49 Queen Victoria Street  
E.C.4.**

**Law Stationer**

RAMBORO BOOKS LIMITED  
BALANCE SHEET  
AS AT 31ST JULY 1993

	Notes	£	31st July 1993 £	£	31st Jan 1992 £
Fixed assets					
Tangible assets	7		98,967		89,046
Current assets					
Stocks	8	214,031		109,120	
Debtors	9	1,225,386		521,355	
Cash at bank and in hand		<u>108,765</u>		<u>118,795</u>	
		1,548,182		749,270	
Creditors - amounts falling due within one year	10	<u>(1,023,458)</u>		<u>(454,985)</u>	
Net current assets			<u>524,724</u>		<u>294,285</u>
Total assets less current liabilities			623,691		383,331
Creditors: Amount falling due after more than one year	11		<u>(16,581)</u> <u>607,110</u>		<u>-</u> <u>£383,331</u>
Capital and reserves					
Called up share capital	2		5,000		5,000
Profit and loss account			<u>602,110</u> <u>£607,110</u>		<u>378,331</u> <u>£383,331</u>

*J. E. Needleman* x  
J E NEEDLEMAN - DIRECTOR

Approved by the board on: 17 January 1994



AUDITORS' REPORT TO THE SHAREHOLDERS OF  
RAMBORO BOOKS LIMITED

We have audited the financial statements of pages 4 to 12 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

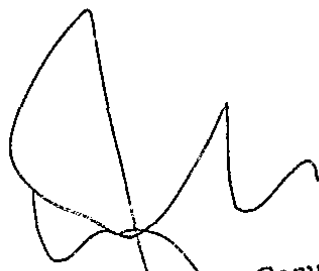
RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practises Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 July 1993 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



H.W. Fisher and Company  
Chartered Accountants  
Registered Auditor  
Acre House  
11-15 William Road  
LONDON NW1 3ER

Dated: 17th January 1994





**H. W. FISHER & COMPANY**  
CHARTERED ACCOUNTANTS

ACRE HOUSE 11 13 WILLIAM ROAD LONDON NW1 3ER TELEPHONE 0 224 7000 FAX 071 380 4800

Our ref: MBD/FAGK/R364

21st January, 1994

The Registrar of Companies  
Companies Registration Office  
Companies House  
Crown Way  
Maindy  
Cardiff  
CF4 3UZ

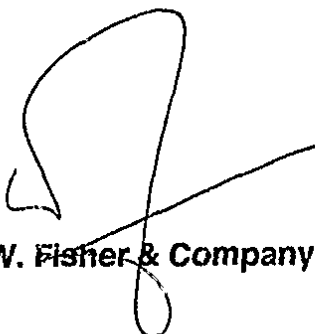
Dear Sir

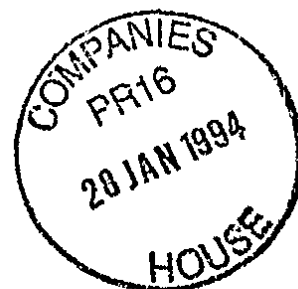
**RAMBORO BOOKS LIMITED - registered number 456595**

This firm holds office as auditors of Ramboro Books Limited.

In our opinion the relevant balance sheet (as defined by section 43 (4) of the Companies Act 1985 ("the Act")) shows that at 31st July, 1993 the amount of the Company's net assets (within the meaning given to that expression by section 264(2) of the Act) was not less than the aggregate of its called-up share capital and undistributable reserves.

Yours faithfully

  
H.W. Fisher & Company



A MEMBER OF THE AFFILIATED CONFERENCE OF PRACTISING ACCOUNTANTS INTERNATIONAL

PAUL A. DEER • MARTIN A. GILICK • LESLIE C. KUELSHÄGER • ANTHONY J. BERNSTEIN • JULIAN S. CHALLIS • MICHAEL B. DAVIS • PAUL A. C. GEBER • NARESH K. SAMANI • DAVID W. BRIDGER  
ALAN K. LESTER • MARTIN A. TAYLOR • DAVID B. SPILWYN • STUART GURNS • SAILESH P. MEHTA • NAUZER SIGANPORIA • MARK RIEBE • JEREMY B. TRENT • ANTHONY R. W. PANKITT  
REGISTERED TO CARRY ON AUDIT WORK AND AUTHORISED TO CARRY ON INVESTMENT BUSINESS BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES





CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY

No 456595

I hereby certify that

RAMBORO BOOKS LIMITED

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

RAMBORO BOOKS PUBLIC LIMITED COMPANY

and that the company is limited

Given under my hand at Cardiff the 8th February 1994

*J.R. Spears*  
An Authorised Officer

Company No: 458595

---

The Companies Act 1985

COMPANY LIMITED BY SHARES

**ORDINARY RESOLUTION**

of

**RAMBORO BOOKS LIMITED**

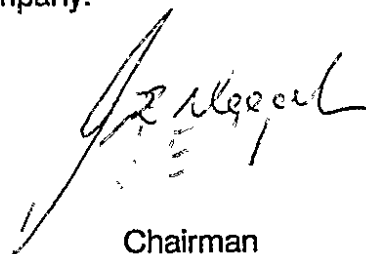
Passed Friday, 21st January, 1994

---

The following RESOLUTION was passed at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on Friday, 21st January, 1994:-

**RESOLUTION**

THAT it is desirable to capitalise the sum of £45,000 being part of the sum standing to the credit of the Profit and Loss account and accordingly such sum be capitalised and the directors be and are hereby authorised and directed to appropriate such sum to the holders of ordinary shares registered at the close of business on 20th January, 1994 in proportion to the number of ordinary shares then held by them respectively and to apply such sum on behalf of such holders in paying up in full 45,000 of the unissued ordinary shares in the capital of the company, such shares to be allotted and distributed credited as fully paid up, to and among such holders in the proportion of 9 new shares for every 1 ordinary shares then held, and that such shares shall rank pari passu for all purposes with the existing issued ordinary shares in the capital of the company.



Chairman

