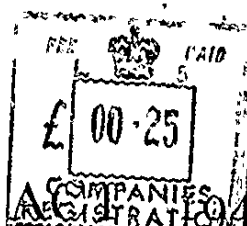


No. of Company

849814



THE COMPANIES



Form No. 41

REGISTERED

21 MAY 1965

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

**Declaration of Compliance** with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of  
Company

*Express Company Printers*  
LIMITED

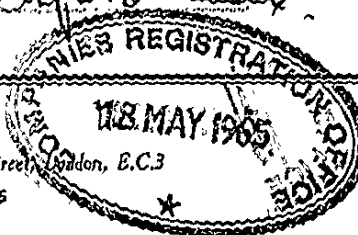
Presented by

*Express Company Registrars Ltd.,*  
*25 The Arcade, Ilford Essex.*

F. S. MOORE LTD.

Law Stationers & Printers, 11-15 Monument Street, London, E.C.3

Telephone: MINcing Lane 9595



I, Brian Goldstein

of 25 The Glade  
Ilford, Essex

(a) Here insert:  
"A Solicitor of the  
Supreme Court"  
(or in Scotland  
a Solicitor) "engaged  
in the formation"

or  
"A person named  
in the Articles of  
Association as a  
Director" (whichever  
Secretary  
is applicable).

Do solemnly and sincerely declare that I am (a)

a person named in the  
Articles of Association as a  
Secretary  
of Express Company Printers  
LIMITED,

and that all the requirements of the Companies Act, 1948, 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 67/68, Jennings Street,  
London S.W.1.

\*the 14th day of May 1965.

Before me,

[Signature]

G. H. GIBSON

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

\* This Declaration must not be made until the Memorandum and Articles of Association  
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

No. of Company 849814

Express Company Printers



LIMITED

RED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (Note—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

The NOMINAL CAPITAL of the above-named Company is £ 100

Signature

B. Goldstein

Description

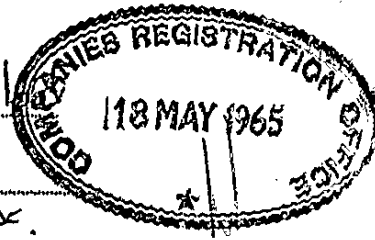
Secretary

Date

14th May 1965

Presented for registration by

Express Coy Regs  
25 The Glade  
Elford, Essex.



Stamps  
S 303

HC/ 3860.

THE COMPANIES ACT, 1948.

349814

COMPANY LIMITED BY SHARES.

REGISTRATION

21 MAY 1965

## Memorandum of Association

OF

EXPRESS COMPANY PRINTERS LIMITED

1. The name of the Company is "EXPRESS COMPANY PRINTERS 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 business as printers, engravers, publishers, book and print sellers, book-binders, stationers, photographers, engineers, photo printers, process workers, papermakers, reproducers, litho printers, off-set printers, plate makers, photo type setters, colour separators, developers and printers of films, photo copiers, and to act as dealers in all forms of office and business furniture and equipment including desks, chairs, cupboards, filing cabinets, trolleys, book racks, card cabinets, files, storage cabinets, bookcases, carpets, curtains, light fittings, computers, calculating machines, data processing machines, numbering machines, cash registers, coin worked or automatic machines, dictaphones, tape recorders, typewriters, addressing machines, duplicating machines, guillotines, photographing machines, printing machines and to carry on business as manufacturers, wholesalers, importers, exporters and merchants in any apparatus, machines, or articles for use in offices, shops, factories, business establishments or any other place.



THE COMPANIES ACT, 1948.

COMPANIES  
REGISTRATION



349814

3

COMPANY LIMITED BY SHARES.

REGISTERED

21 MAY 1965

## Memorandum of Association

OF

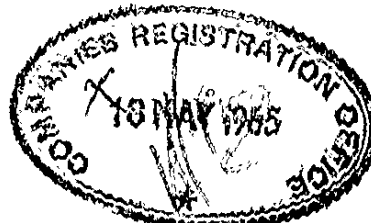
EXPRESS COMPANY PRINTERS LIMITED

1. The name of the Company is "EXPRESS COMPANY PRINTERS 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 business as printers, engravers, publishers, book and print sellers, book-binders, stationers, photographers, engineers, photo printers, process workers, papermakers, reproducers, litho printers, off-set printers, plate makers, photo type setters, colour separators, developers and printers of films, photo copiers, and to act as dealers in all forms of office and business furniture and equipment including desks, chairs, cupboards, filing cabinets, trolleys, book racks, card cabinets, files, storage cabinets, bookcases, carpets, curtains, light fittings, computers, calculating machines, data processing machines, numbering machines, cash registers, coin worked or automatic machines, dictaphones, tape recorders, typewriters, addressing machines, duplicating machines, guillotines, photographing machines, printing machines and to carry on business as manufacturers, wholesalers, importers, exporters and merchants in any apparatus, machines, or articles for use in offices, shops, factories, business establishments or any other place.



4

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

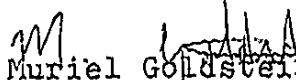
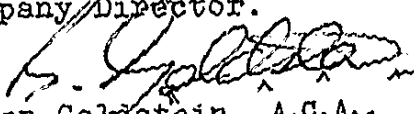
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓


5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. ✓  
The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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
 Muriel Goldstein, 25 The Glade, Ilford, Essex. Company Director.	One
 Brian Goldstein, A.C.A., A.T.I.I., 25 The Glade, Ilford, Essex. Chartered Accountant.	One

DATED the 14th day of May 1965.

WITNESS to the above signatures :-



Harry Hayes,  
27 Marsh Hill,  
London, E.9.  
Drug Store Proprietor.



COMPANY LIMITED BY SHARES.

21 MAY 1967

## Articles of Association

OF

EXPRESS COMPANY PRINTERS LIMITED

### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 in Part II of Table A shall accordingly apply to the Company.

### SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

### LIEN

4. The lien conferred by Clause 11 in Part I 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 two or more joint holders.

### GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2)

of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

#### BORROWING POWERS

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

#### SECRETARY

12. The first Secretary of the Company shall be Brian Goldstein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

  
Muriel Goldstein,

25 The Glade,

Ilford, Essex.

Company Director.

  
Brian Goldstein, A.C.A., A.T.I.I.

25 The Glade,

Ilford, Essex.

Chartered Accountant.

DATED the 14th day of May, 1965

WITNESS to the above signatures :-



Harry Hayes,

27 Marsh Hill,

London, E.9.

Drug Store Proprietor.

DUPLICATE FOR THE FILE.

No. 849814



## Certificate of Incorporation

I Hereby Certify that

EXPRESS COMPANY PRINTERS LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-FIRST DAY OF MAY  
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Assistant Registrar of Companies.

Certificate  
received by

} Peter Simons c/o Stephen Cox  
Co 2 GRAYS Date 21/5/65  
INN ROAD



**Companies Registration Office**  
Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext 262

**THE SECRETARY  
EXPRESS COMPANY PRINTERS LIMITED  
30 CITY ROAD  
LONDON E C 1**

*Please reply to The Registrar*  
Your reference

Our reference GAZ list 2319

D24/249814

Date ~ 9 NOV 1971

Dear Sir/Madam,

.....  
I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, unless advice to the contrary is received in this office, the name of your company will be struck off the register and the company will be dissolved. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. N. WEEKES

for Registrar

FELDMAN & FELDMAN

*Accountants*

TELEPHONES: 01-242 4241/2

*S. J. Feldman*, CHARTERED ACCOUNTANT

*P. M. Feldman*, CERTIFIED ACCOUNTANT

*80 Chancery Lane,*

*London WC2A 1EX*

YOUR REF

9th December 1983

OUR REF. GF/ES/1108

PLEASE ASK FOR Mr. Gerald Feldman

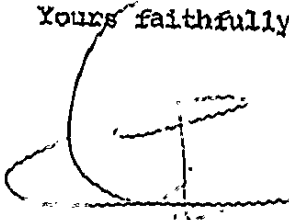
The Directors,  
Express Company Printers Limited,  
Epworth House,  
25-35 City Road,  
London, E.C.1.

Dear Sirs,

We hereby resign as Auditors of the Company with effect from the date hereof. In accordance with the requirements of Section 16 Companies Act 1976, 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.

We confirm that we have no claim against the Company of any nature whatsoever.

Yours faithfully,



Feldman & Feldman



THE COMPANIES ACTS 1948 TO 1981

**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

**10**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

42

849874

Name of Company

\*delete if  
inappropriate

EXPRESS COMPANY PRINTERS

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~~~extraordinary~~ [special]† resolution of the company dated 9th December 1983

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 100 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
100	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

See Overleaf

Please tick here if  
continued overleaf

Signed

[Director] [Secretary]† Date 14 December 1983

Presenter's name, address and  
reference (if any):SPEECHLY BIRCHAM  
Bouverie House  
154 Fleet Street  
London EC4A 2HX.

Ref : DJM/GS



Printed and supplied by:-

Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010For official use  
General section

55

Post room

\*delete as  
appropriate

No. of Company : 849814 / 41

THE COMPANIES ACTS 1948 to 1983

SPECIAL RESOLUTION

of

EXPRESS COMPANY PRINTERS LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Bouverie House, 154 Fleet Street, London EC4A 2HX on the 9th December 1983, the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

THAT :-

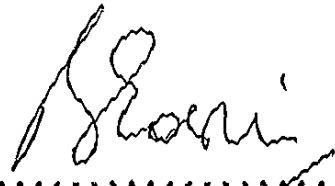
(1) The authorised share capital of the Company be increased from £100 to £200 by the creation of 100 Ordinary Shares of £1 each;

(2) Upon the recommendation of the Directors it is desirable to capitalise the sum of £100 being part of the amount standing to the credit of the Company's profit and loss account and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full at par 100 unissued Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid among such members in the proportion of 1 new Ordinary Share of £1 for every 1 Ordinary Share of £1 (to be converted under paragraph (3) of this Resolution into Deferred Shares) held by them immediately prior to the passing of this Resolution and that the Directors be and they are hereby authorised and directed to apply the said sum of £100 and to allot the said 100 new Ordinary Shares accordingly within one month after the passing of this Resolution.



(3) Forthwith after the allotment of the new Ordinary Shares pursuant to paragraph (2) of this Resolution the rights attaching to the 100 previously issued registered Ordinary Shares of £1 each in the capital of the Company be cancelled and each of the said Shares be converted into a Deferred Share having attached thereto the rights and being subject to the conditions set out in the new Articles of Association of the Company adopted by paragraph (4) of this Resolution.

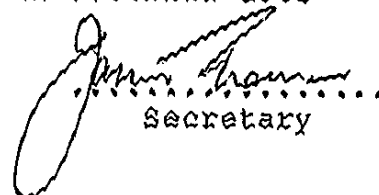
(4) The Regulations contained in the document produced to the Meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

  
.....  
Chairman

No. of Company : 849814

the Articles of Association of the  
Company as adopted by a Special Reso-  
lution passed on 9th December 1983

THE COMPANIES ACTS 1948 TO 1983

  
Secretary

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EXPRESS COMPANY PRINTERS LIMITED

(Adopted by Special Resolution passed on 9th December 1983)

#### PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

#### ALLOTMENT OF SHARES

2. (a) Unless the Company in General Meeting shall otherwise resolve, the Directors may, if duly authorised pursuant to Section 14 of the Companies Act 1980, allot, issue or grant options over any Shares for the time being unissued, and may determine the rights to be attached thereto and the terms upon which they may be allotted or issued. This power shall not apply to Redeemable Preference Shares, which shall be governed by the provisions of Clause 3 of Table A.

(b) By virtue of sub-section 17(9) of the Companies Act 1980, sub-sections (1), (5) and (7) of the said Section 17 shall be excluded from applying to the Company.



## SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up Shares and the Company shall also have a first and paramount lien on all Shares, whether fully paid or not, standing 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 two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The authorised share capital of the Company at the date of adoption of this Article is £200 divided into 100 Ordinary Shares of £1 each and 100 Deferred Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income:

(a) The Ordinary Shares shall confer upon the holders thereof as a class the right to receive the whole of such dividends and other distributions as shall be resolved to be distributed out of the profits of the Company available for distribution the same to be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up thereon.

(b) The Deferred Shares shall not confer on the holders thereof the right at any time to participate in the profits of the Company.

(2) As regards capital:

In the event of a winding up of the Company or other return of capital the assets of the Company available for distribution amongst the members shall be applied in the following manner and order of priority:-

(a) First, in paying to the holders of the Ordinary Shares the sum of £10,000 per share;

- (b) Second, in paying to the holders of the Deferred Shares the amounts paid up or credited as paid up on such shares;
- (c) Third, in distributing the balance amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by such holders respectively.

(3) As regards voting:

The Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at any General Meetings of the Company or receive notices thereof.

5. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

6. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

8. Clause 54 in Table A shall be read and construed as if the

words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end,

9. Subject to the provisions of the Companies Act 1948 to 1980, a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such Resolution in writing may consist of two or more documents in like form each signed by one or more of such Members. Clause 73A in Table A shall not apply to the Company.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

10. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be two. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly. Clause 75 in Table A shall not apply to the Company.

11. (a) The immediate holding company (if any) for the time being of the Company may appoint any person to be a Director or remove any Director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the Secretary.

(b) While the Company is a subsidiary, the Directors shall have power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall (subject to Clause 88 of Table A) hold office until he is removed pursuant to subparagraph (a) above.

(c) While the Company is a subsidiary, Clauses 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

#### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Clause 79 in Table A shall not apply to the Company.

#### ALTERNATE DIRECTORS

13. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a Resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meeting of the

Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointor of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### POWERS OF DIRECTORS

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

15. The Directors may (by the establishment or maintenance of schemes or otherwise) pay or procure the payment of pensions, annuities, allowances, gratuities or other benefit to or for the benefit of past or present Directors or employees of the Company or any of its subsidiaries or any company associated with, or any business acquired by, any of them or to or for the benefit of persons who were related to or dependants of any such Directors or employees. Clause 87 in Table A shall not apply to the Company.

16. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording

attendance at meetings. Clause 86 in Table A shall be modified accordingly.

17. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

18. A Resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any Resolution of a committee of Directors.

#### INDEMNITY

19. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948. Clause 136 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

20. A transfer of a fully paid Share need not be executed by or on behalf of the transferee. Clause 22 in Table A shall be modified accordingly.

21. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a Share, whether or not it is a fully paid Share. Clause 24 in Table A shall not apply to the Company.

32

# Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use

Company number

Name of company

44

849814

\*delete if  
inappropriate

EXPRESS COMPANY PRINTERS

Limited\*

## Note

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 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 as shown below:

Day Month

3 1 0 3

†delete as  
appropriate

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

Day Month Year

3 1 0 3 1 9 8 4

‡delete as  
appropriate

The company is a [subsidiary] [holding company]‡ of The West of England Trust Limited

, company number 1636506

the accounting reference date of which is 31st March

§delete as  
appropriate

Signed

[Director] [Secretary]§ Date 13th February 1984

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

REF: JAT/AB  
15 Pembroke Road  
Bristol  
BS99 7DX

For official use  
General section

Postroom



Printed and supplied by:-

Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 201010

No. of Company 849814 <sup>145</sup>

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

---

# Memorandum and Articles of Association of

EXPRESS COMPANY PRINTERS LIMITED

(Incorporated the 21st day of May 1965)



GENERAL & SPECIALIST  
PRINTING & PUBLISHING  
SERVICES

---

Jordan & Sons Limited  
Company Formation and Information Services  
Printers and Publishers  
PO Box 260, 15 Pembroke Road  
Bristol BS99 7DX  
Telephone 0272-732861 Telex 449119

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

10/5/84

MEMORANDUM OF ASSOCIATION OF

EXPRESS COMPANY PRINTERS LIMITED

ES/MIS/SM

1. The name of the Company is "EXPRESS COMPANY PRINTERS 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 business as printers, engravers, publishers, book and print sellers, bookbinders, stationers, photographers, engineers, photo printers, process workers, papermakers, reproducers, litho printers, off-set printers, plate makers, photo type setters, colour separators, developers and printers of films, photo copiers, and to act as dealers in all forms of office and business furniture and equipment including desks, chairs, cupboards, filing cabinets, trolleys, book racks, card cabinets, files, storage cabinets, bookcases, carpets, curtains, light fittings, computers, calculating machines, data processing machines, numbering machines, cash registers, coin worked or automatic machines, dictaphones, tape recorders, typewriters, addressing machines, duplicating machines, guillotines, photographing machines, printing machines and to carry on business as manufacturers, wholesalers, importers, exporters and merchants in any apparatus, machines, or articles for use in offices, shops, factories, business establishments or any other place.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the

Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects

mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓

5. \*The share capital of the Company is £200 divided into 200 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

\* The share capital of the Company was increased from £100 to £200 by Resolution passed on the 9th day of December 1983.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ES/MIS/SK

ARTICLES OF ASSOCIATION OF

EXPRESS COMPANY PRINTERS LIMITED

(Adopted by Special Resolution passed on the 9th December 1983)

private

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) Unless the Company in General Meeting shall otherwise resolve, the Directors may, if duly authorised pursuant to Section 14 of the Companies Act 1980, allot, issue or grant options over any Shares for the time being unissued, and may determine the rights to be attached thereto and the terms upon which they may be allotted or issued. This power shall not apply to Redeemable Preference Shares, which shall be governed by the provisions of Clause 3 of Table A.

(b) By virtue of sub-section 17(9) of the Companies Act 1980, sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up Shares and the Company shall also have a first and paramount lien on all Shares, whether fully paid or not, standing 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 two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The authorised share capital of the Company at the date of adoption of this Article is £200 divided into 100 Ordinary Shares of £1 each and 100 Deferred Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

(1) As regards income:

(a) The Ordinary Shares shall confer upon the holders thereof as a class the right to receive the whole of such dividends and other distributions as shall be resolved to be distributed out of the profits of the Company available for distribution the same to be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up thereon.

(b) The Deferred Shares shall not confer on the holders thereof the right at any time to participate in the profits of the Company.

(2) As regards capital:

In the event of a winding up of the Company or other return of capital the assets of the Company available for distribution amongst the members shall be applied in the following manner and order of priority:-

(a) First, in paying to the holders of the Ordinary Shares the sum of £10,000 per share;

(b) Second, in paying to the holders of the Deferred Shares the amounts paid up or credited as paid up on such shares;

(c) Third, in distributing the balance amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by such holders respectively.

(3) As regards voting:

The Deferred Shares shall not at any time confer on the holders thereof any right to attend or vote at any General Meetings of the Company or receive notices thereof.

5. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for payment of the last preceding call".

6. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

8. Clause 54 in Table A shall be read and construed as if the words " , and if at the adjourned Meeting a quorum is not present

within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

9. Subject to the provisions of the Companies Act 1948 to 1980, a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such Resolution in writing may consist of two or more documents in like form each signed by one or more of such Members. Clause 73A in Table A shall not apply to the Company.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

10. The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be two. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly. Clause 75 in Table A shall not apply to the Company.

11. (a) The immediate holding company (if any) for the time being of the Company may appoint any person to be a Director or remove any Director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the Secretary.

(b) While the Company is a subsidiary, the Directors shall have power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall (subject to Clause 88 of Table A) hold office until he is removed pursuant to sub-paragraph (a) above.

(c) While the Company is a subsidiary, Clauses 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

#### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Clause 79 in Table A shall not apply to the Company.

#### ALTERNATE DIRECTORS

13. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a Resolution of the Directors, and, at

any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointor of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### POWERS OF DIRECTORS

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

15. The Directors may (by the establishment or maintenance of schemes or otherwise) pay or procure the payment of pensions, annuities, allowances, gratuities or other benefit to or for the benefit of past or present Directors or employees of the Company or any of its subsidiaries or any company associated with, or any business acquired by, any of them or to or for the benefit of persons who were related to or dependants of any such Directors or employees. Clause 87 in Table A shall not apply to the Company.

16. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings. Clause 86 in Table A shall be modified accordingly.

17. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

18. A Resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any Resolution of a committee of Directors.

#### INDEMNITY

19. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948. Clause 136 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

20. A transfer of a fully paid Share need not be executed by or on behalf of the transferee. Clause 22 in Table A shall be modified accordingly.

21. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a Share, whether or not it is a fully paid Share. Clause 24 in Table A shall not apply to the Company.

# Touche Ross & Co

Chartered Accountants

7 January 1985

Our Ref: DWX/ejp

J A Thomas Esq  
Company Secretary  
Express Company Registrations Limited  
Epworth House  
25-35 City Road  
LONDON  
EC1Y 1AA

Dear Sir

Express Company Registrations Limited  
Express Company Printers Limited  
Express Company Searches Limited  
Express Company Facilities Limited

849814 / 48

We write to inform you of our resignation as auditors of the above companies registered at this address.

There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the companies.

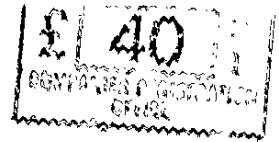
Yours faithfully

*Touche Ross & Co*



Queen Anne House 69-71 Queen Square Bristol BS1 4JP ~ Telex 44365 TRSRHS G ~ Telephone 0272 211622  
London, Aberdeen, Birmingham, Cardiff, Dartford, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, Manchester, Newcastle-upon-Tyne, Newport, Plymouth, Swansea and Wolverhampton  
Principal place of business at which a list of partners' names is available: Hill House 1 Little New Street London EC4A 3TR

A member firm of Touche Ross International



Company No. 849814 *52*

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of Express Company Printers Limited

passed 5th November 1985

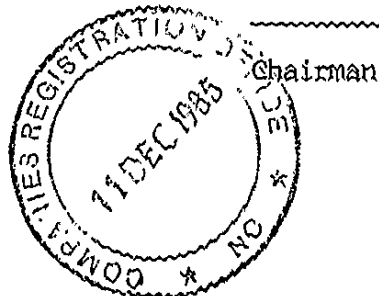
At an Extraordinary General Meeting of the Members of the above named company, duly convened and held at 15 Pembroke Road, Clifton, Bristol BS99 7DX on 5th November 1985, the following SPECIAL RESOLUTION was duly passed.

SPECIAL RESOLUTION

That the name of the Company be changed to Mart Company Secretaries Limited.

Signed

*in witness whereof*



*Base*  
*123558* (P)

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

849814

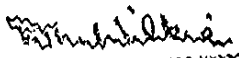
53

I hereby certify that

EXPRESS COMPANY PRINTERS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
HART COMPANY SECRETARIES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 18TH DECEMBER 1985

  
MRS. D. M. WILKIE

an authorised officer

COMPANY NUMBER 84981.

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

HART COMPANY SECRETARIES LIMITED

At an Extraordinary General Meeting of the members of  
the above-named company, duly convened and held at 21 St Thomas Street,  
Bristol.

on the 25th day of January  
1988 the following SPECIAL RESOLUTION(a) was passed:-

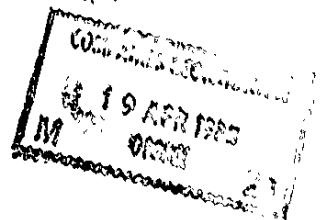
That the Memorandum of Association of the Company with respect to  
its objects clause be altered by deleting sub-clause (A) of clause  
3 and by substituting in place thereof the following new clause:-

(A) To provide persons or firms carrying on any profession,  
business, trade or occupation with accounting, secretarial and  
office services and all staff, premises, office furniture and  
equipment, office cleaning, repairs and decorations, lighting,  
heating, telephone service, cars, transport, books, periodicals,  
reports, photoprinting, general printing and stationery and all  
such services as may from time to time be required for the conduct  
and management of such profession, business, trade or occupation;  
and to carry on all or any of the businesses of secretaries,  
registrars, nominee shareholders, investment holders, general  
managers, administrators, advisers, accountants, book-keepers,  
agents, representatives, costing investigators, negotiators,  
intermediaries, business and efficiency experts, estimators,  
advertising managers, building society agents, insurance agents,  
estate agents and property managers, valuers, printers,  
publishers, and stationers, providers of office accommodation, and  
of all kinds of commercial intelligence and services, hire  
purchase and general financiers, company promoters and  
underwriters of capital issues, dealers in stocks and shares,  
tourist agents, social and business organisers, and dealers and  
contractors in and makers, importers and exporters of all kinds of  
goods and merchandise; and to institute, enter into, carry on,  
assist and participate in financial, promoting, dealing and other  
business works, contracts or operations of all kinds, to invest or  
procure the investment in, and to deal and operate in and with  
rights, securities, stocks, shares, debentures, bonds, articles  
and things of all kinds; and to undertake secretarial work and to  
supply or lend assistance or accommodation to or do any act or  
thing for companies, professional or business men or otherwise  
upon such terms as may be thought fit.

Signed.....  
Chairman

JORDANS  
BRISTOL

EDB/kc



CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum of Association by Special Resolutions and is lodged in accordance with the requirements of Section 28 of the Companies Act 1985

5.5.88

JORDAN & SONS LIMITED

349814

THE COMPANIES ACTS 1948 to 1980

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HART COMPANY SECRETARIES LIMITED

(As altered by Special Resolution passed on the 25th day of January 1988)

1. \*The name of the Company is "HART COMPANY SECRETARIES 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 provide persons or firms carrying on any profession, business, trade or occupation with accounting, secretarial and office services and all staff, premises, office furniture and equipment, office cleaning, repairs and decorations, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing and stationery and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; and to carry on all or any the businesses of secretaries, registrars, nominee shareholders, investment holders, general managers, administrators, advisers, accountants, book-keepers, agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, insurance agents, estate agents and property managers, valuers, printers, publishers, and stationers, providers of office accommodation, and of all kinds of commercial intelligence and services, hire purchase and general financiers, company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers, and dealers and contractors in and makers, importers and exporters of all kinds of goods and merchandise; and to institute, enter into, carry on, assist and participate in financial, promoting, dealing and other business works, contracts or operations of all kinds, to invest or procure the investment in, and to deal and operate in and with rights, securities, stocks, shares, debentures, bonds, articles and things of all kinds; and to undertake secretarial work and to supply or lend assistance or accommodation to or do any act or thing for companies, professional or business men or otherwise upon such terms as may be thought fit.

\* The name of the Company was on the 18th day of December 1985 changed from "EXPRESS COMPANY PRINTERS LIMITED".



JORDAN & SONS LTD  
21 ST. THOMAS ST  
BRISTOL, BS1 6JS

atg/Misc

(b) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(c) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its capital.

(f) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(h) To issue, place, underwrite or guarantee the subscription of or concur or assist in the issuing or placing, underwriting, or guaranteeing, the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(j) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company

carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(l) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(m) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(n) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(o) To draw, accept, endorse, negotiate, discount, execute and issue promissory notices, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(p) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(r) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. \*The share capital of the Company is £200 divided into 200 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

\* The share capital of the Company was increased from £100 to £200 by Resolution passed on the 9th day of December 1983.

Company No. B4981d

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of Hart Company Secretaries Limited

passed 4th July 1988

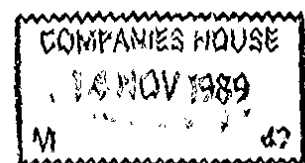
At an Annual General Meeting of the members of the above named company duly convened and held at 21 St. Thomas Street Bristol BS1 6JS on 4th July 1988, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the Company make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985 in that it is a dormant company and meets all requirements of section 252 of the aforesaid Act in this respect.

 , 

Chairmen



Company Number 849814

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

HART COMPANY SECRETARIES LIMITED

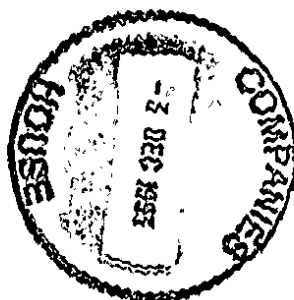
At the Annual General Meeting of the above-named Company, duly convened and held at  
21 St Thomas Street, Bristol BS1 6JS

on the 24th day of July 1992, the following Special Resolution was passed:-

**SPECIAL RESOLUTION**

THAT in accordance with the provisions of Section 250 of the Companies Act 1985, the Company being a dormant Company within the meaning of the said section, the accounts of the Company need not be audited and in accordance with the provisions of Section 388A(1) the Company is exempt from the obligation to appoint auditors.

Signature: .....  
M Whitwell (Chairman)



Company No. 849814

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

pursuant to Section 379A Companies Act 1985

Hart Company Secretaries Limited

passed the 17th June 1994

At the Annual General Meeting of the members of the above-named company, duly convened and held at 21 St Thomas Street, Bristol BS1 6JS on 17th June 1994, the following ELECTIVE RESOLUTIONS were passed:

LAYING OF  
ACCOUNTS

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

HOLDING OF  
ANNUAL  
GENERAL  
MEETINGS

THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years until this election is revoked.

Signed:



Chairman

