

Number of
Company }

1062758

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

NORTH SEA OIL DIRECTORY ✓

LIMITED

Presented by

Presentor's Reference JC/OM

THE SIMKINS PARTNERSHIP,

53 UPPER BROOK STREET

LONDON W.1.

Form No. 41
(No filing fee payable)

I, JONATHAN CEDRIC COOKE

of 53 UPPER BROOK STREET, LONDON. W.1.

(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 or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation of

NORTH SEA OIL DIRECTORY

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 78 Brook Street

London W.1.

the 13th day of July

one thousand nine hundred and ninety
two

Before me,

Note.—This margin is reserved for the signature of the witness and must not be written across.

Jonathan C. Cooke

Number of
Company

1052738

50p

STATEMENT OF THE NOMINAL CAPITAL

OF

NORTH SEA OIL DIRECTORY



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.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature James C. Cooke.

Description Secretary

Dated the 13th day of July 1972

NOTES.—The Stamp Duty on the Nominal Capital is Fifty Pence for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference JC/OM

THE SIMKINS PARTNERSHIP.

53 UPPER BROOK STREET, LONDON. W.1.

Form No. 25



£20

22694
1-19

1062758/3

THE COMPANIES ACTS 1948 TO 1967

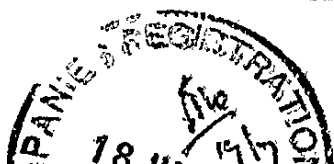
COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

NORTH SEA OIL DIRECTORY LIMITED

1. The name of the Company is "NORTH SEA OIL DIRECTORY LIMITED".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:—
 - (A) To carry on in all parts of the world all or any of the businesses of publishers, authors, compilers, distributors and editors of catalogues, directories, pamphlets, leaflets, periodicals, magazines, newspapers, and journals, journalists and in particular to print, reprint, publish, copy, distribute, exploit, vend, offer for sale, grant license and dispose of, translate, make versions of and copyright editions of directories, catalogues and pamphlets relating to the geological formations of surfaces and sub-surfaces of any area of the world in connection with the prospecting and drilling for and supply of natural oil and other elements, oil production and all information ancillary thereto.
 - (B) To carry on the business of magazine, periodical, and journal proprietors, press agents, newsagents, book-sellers, bookbinders, wholesale and retail stationers, fancy goods and leather goods dealers, account book manufacturers.



- (c) To carry on the business of printers, art printers, colour printers, copperplate printers, lithographic printers, photogravure printers, etching printers, rollform and automatic printers and generally of trade printers.
- (d) To carry on business as creators, designers, manufacturers, dealers in and to exploit by every means toys, books, games and articles of amusement, entertainment, education and recreation of every kind.
- (e) To carry on business as advertising and publicity agents and contractors and public relations consultants and organisers.
- (f) To carry on the business of manufacturers of and dealers in paper, cardboard, bags, greeting cards of all kinds, postcards, picture and other cards, drawing and writing materials and requisites, pens, inks and stationery generally.
- (g) To adopt such means of making known the businesses or any of them or the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals and by granting prizes, rewards and donations, and to carry on and conduct prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the above businesses or any of them may be promoted or developed, or whereby the Company's products may be more extensively advertised and made known.
- (h) To conduct any research which may seem necessary or desirable for the purposes of any of the Company's businesses.
- (i) To purchase or otherwise acquire and to hold, develop, turn to account, exchange, lease, hire, charge, convert, dispose of and deal with rights of copyright in and all other kinds of rights over or in respect of, and contracts, obligations and options in any way concerning journalistic, literary, artistic and pictorial works and essays, scripts of all kinds, television and performing rights, photographs, films, motion pictures, radio productions, and generally artistic creations of all kinds.

- (J) To carry on in any part of the world any other business which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (K) To carry on any business which the Company is authorised to carry on by means, or through the agency of, any subsidiaries and to enter into any agreement with any such subsidiary for taking the profits and bearing the losses of any business so carried on, or for financing any such subsidiary or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (L) To purchase or by any other means acquire, any lands, shops, buildings, offices, factories, works, wharves, and any real or personal property or rights whatsoever.
- (M) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for any of the Company's businesses, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (N) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences 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.
- (O) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, exchange, clean, erect, instal, remodel and generally deal in all

kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have dealings with the Company.

- (P) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (Q) 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 the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person, or company, including in such case, if thought fit the conferring of a participation in the management or its directorate and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or other securities so received and to give to any company special rights or privileges in connection with or control over this Company and in particular the right to nominate one or more Directors of this Company.
- (R) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (S) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.

- (t) To invest and deal with the moneys of the Company not immediately required in any manner.
- (u) To lend and advance money or give credit to such persons, or companies on such terms as may seem expedient.
- (v) To receive money on deposit or loan, and to borrow or raise money and secure or discharge any debt or obligation of or binding on the Company 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, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by mortgage, charge or lien to secure and guarantee the performance of any obligation or liability undertaken by the Company or any other person or company.
- (w) To guarantee the performance of any contract or obligations and the payment of money of or by any person or company and generally to give guarantees and indemnities.
- (x) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (y) To apply for, promote, and obtain any Act of Parliament, charters, privileges, concessions, Licences or authorisations of any Government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (z) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the objects of the Company or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (AA) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures, debenture stock or other securities of any other company.
- (BB) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, 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.
- (CC) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.
- (DD) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company.
- (EE) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in

the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (FF) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.
- (GG) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, debenture stock or securities of any such company as aforesaid.
- (HH) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or other securities of any other company and whether credited as paid up in full or in part.

- (II) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures, debenture stock or other securities belonging to the Company or of which the Company may have the power of disposing.
- (JJ) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (KK) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

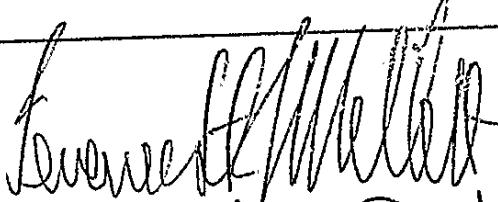

And it is hereby declared that (A) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership firm or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere, and (B) The objects specified in each of the paragraphs of this Clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or re-insurance within the meaning of the Insurance Companies Act 1958, or of any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of One Pound each.

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
 53 Upper Brook St. W.1. Solicitor	one
 53, Upper Brook Street, W.1. Solicitor	one

DATED this 13th day of July 1972.

WITNESS to the above signatures:—

Jonathan C. Cooke
 53 Upper Brook Street
 London W.1.
 Solicitor

1062758/4

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

NORTH SEA OIL DIRECTORY LIMITED

PRELIMINARY.

1. The Company is a Private Company to which the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply, save in so far as they are hereinafter excluded or modified. Regulations 11, 24, 53, 75, 77, 88, 89, 90, 96, 97, 107, 126, 130, paragraph (b) of Regulation 134 and Regulation 136 of Part I and Regulation 4 of Part II of Table A shall not apply to the Company.

SHARE CAPITAL.

2. The original Share Capital of the Company is £100 divided into 100 Ordinary Shares of One Pound each.

3. The shares of the Company (whether forming part of the original capital or not) shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, at such times, and on such terms and conditions as they think proper, subject always to Regulation 2 of Part II of Table A, and to all relevant statutory provisions.

4. If any separate General Meeting convened pursuant to Regulation 4 of Part I of Table A shall have been adjourned for wan

of a quorum and a quorum shall not be present at the adjourned meeting within fifteen minutes after the time appointed for the same, two persons being or representing by proxy Members entitled to attend the meeting shall be a quorum.

LIEN.

5. The Company shall have a first and paramount lien on all the shares registered in the name of any Member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, whether solely or jointly with any other person, whether a Member or not, and whether such moneys are presently payable or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may at any time resolve that any share shall be exempt from the provisions of this Article, and the registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) thereon.

TRANSFER OF SHARES.

6. Subject only to the power of the Directors to limit the membership of the Company pursuant to Regulation 3 of Part II of Table A, any share may at any time be transferred to a person who is already a Member, and any Member may at any time transfer any of his shares to any relative of his and the personal representatives of a deceased Member may transfer any of the shares registered in the name of the deceased Member to any relative of the deceased Member becoming entitled to such shares under the will or on the intestacy of such deceased Member. For the purposes of this Article the word "relative" means and includes either parent and the issue of either parent and any wife, widow, husband or widower of any such parent or issue or of the Member or deceased Member himself or herself.

7. Except in the case of a transfer of shares expressly authorised by the last preceding Article, the right to transfer shares in the Company shall be subject to the following restrictions, namely:—

- (a) Before transferring or requiring the Company to register a transfer of any shares, the person, whether a Member of the Company or not, proposing to transfer the same (hereinafter called "the retiring Member") shall give a notice in writing (hereinafter called "the transfer notice") to the Company that he desires to

transfer the same, and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned at the prescribed price to any Member. A transfer notice once given shall not be revocable except with the consent of the Directors. Shares of different classes shall not be included in the same transfer notice, and, should they be, the transfer notice may be treated as invalid.

- (b) If the Company within a period of two months after receiving any transfer notice shall find Members (hereinafter called "the purchasers") willing to purchase all the shares therein mentioned, and shall give notice in writing thereof to the retiring Member, he shall be bound, upon payment of the prescribed price, to transfer the shares mentioned in the transfer notice to the respective purchasers thereof.
- (c) Every notice given by the Company under paragraph (b) stating that it has found a purchaser for any shares shall state the name and address of the purchaser and the number of shares which he has agreed to purchase, and the purchase shall be completed at a place and time to be appointed by the Company, not being more than 28 days after the date on which the prescribed price of those shares shall have been agreed or fixed as hereinafter provided.
- (d) If the retiring Member, after having become bound to transfer any shares to a purchaser, shall make default in transferring the shares, the Directors may authorise some person to transfer the shares to the purchaser, and the Company may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the shares, and shall hold the purchase money in trust for the retiring Member. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and he shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.
- (e) If the Company shall not, within a period of two months after receiving a transfer notice, find Members desiring

to purchase all the shares mentioned in the transfer notice, and give notice in writing thereof to the retiring Member, or if the Company shall within the period aforesaid give to the retiring Member notice in writing that the Company has no prospect of finding purchasers of all such shares the retiring Member shall be at liberty (subject only to the restrictions contained in Article 6) to transfer the shares at any time within four months after giving the transfer notice, to any person and at any price.

- (f) In this Article "the prescribed price" means the sum per share specified in any transfer notice as the sum which the retiring Member giving the notice fixes as the fair value of the shares therein mentioned, unless the purchaser, when agreeing to purchase those of the shares which are purchased by him, notifies the Company that he does not accept such sum as the fair value of the shares, in which case, and also in any case where the transfer notice does not specify any sum per share as the fair value of the shares included therein, or is deemed to be given pursuant to any provision of these presents, the prescribed price of the shares being purchased shall be the fair value of the shares to be agreed between the retiring Member and the purchaser within twenty-one days after the name and address of the purchaser is notified by the Company to the retiring Member, or, failing such agreement, to be determined and certified by the Auditors of the Company on the application of either party or of the Company, such Auditors to act as experts and not as arbitrators in so determining and certifying, and their decision to be final.
- (g) All shares included in any transfer notice shall be offered by the Company in the first instance for sale at the prescribed price to all Members holding Ordinary Shares (other than the Member giving the transfer notice) on the terms and so that in case of competition the shares so offered shall be sold to the Members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any Member beyond the number applied for by him) to their existing holdings of Ordinary Shares. All offers of shares

under this paragraph shall be made by writing sent through the post in prepaid letters addressed to the Members at their respective registered addresses as appearing in the register, and every such offer shall limit a time (not being less than twenty-eight days) within which the offer must be accepted or in default may be treated as declined.

8. The personal representatives of any deceased Member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon in writing by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased Member at the date of his death, or such of the same as still remain so registered, and should such personal representatives fail to give such transfer notice or to execute a transfer of such shares authorised by these Articles within a period of fourteen days after being so called upon, they shall be deemed to have given such transfer notice at the expiration of the said period of fourteen days and the provisions of these Articles shall apply accordingly.

9. If any Member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt Member, and, in default of such transfer notice being given within one month of the bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of these Articles shall apply accordingly.

GENERAL MEETINGS.

10. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to informing Members of 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.

11. In Regulation 52 of Part I of Table A the words "the appointment of, and" shall be deleted therefrom.

12. No business shall be transacted at any General Meeting unless a quorum is present. Two persons each of whom is a Member or a proxy for a Member shall be a quorum for all purposes.

13. Regulation 54 of Part I of Table A shall be modified by substituting the words "the meeting shall be dissolved" for the concluding words "the Members present shall be a quorum".

14. A poll may be demanded by any Member present in person or by proxy and Regulation 58 of Part I of Table A shall be modified accordingly.

DIRECTORS.

15. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than seven. The first Directors of the Company shall be appointed in writing by the subscribers of the Memorandum of Association.

16. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

17. A Director shall not be required to hold a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting and any separate meeting of the holders of any class of shares in the Company.

POWERS, DUTIES AND DISQUALIFICATION OF DIRECTORS.

18. In Regulation 78 of Part I of Table A there shall be inserted after the words "unless the Company" the words "by ordinary resolution", and the proviso to Regulation 79 of Part I of Table A shall be omitted.

19. 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 does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration, and Regulation 84 of Part I of Table A shall be modified accordingly.

20. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a

book to be kept for that purpose and Regulation 86 of Part I of Table A shall be modified accordingly.

21. (1) The Directors shall cause to be kept the register of their interests in shares and debentures of the Company and of any other body corporate which is its subsidiary or holding company, or a subsidiary of its holding company, required by Section 29 of the Companies Act 1967 (hereinafter called "the Act of 1967"), and shall make the register available for inspection and produce it at every Annual General Meeting as required by that section. The Directors shall supply to the Company all such information as is requisite for the proper maintenance of the said register and is prescribed by Sections 27 and 31 of the Act of 1967.

(2) The Directors shall comply with the provisions of Section 26 of the Act of 1967 with regard to making available for inspection by the Members of the Company the terms of the Directors' contracts of service.

22. The office of a Director shall be vacated :—

- (1) If (not being a Director holding executive office for a fixed term) by notice in writing left at the registered office of the Company he resigns the office of Director.
- (2) If he is absent from meetings of the Directors during a continuous period of six months without special leave of absence expressed by a resolution of the Directors, and the Directors resolve that he has by reason of such absence vacated office.
- (3) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (4) If he ceases to be a Director by virtue of, or is prohibited from being a Director by an order made under, any of the provisions of the Act.
- (5) If he becomes of unsound mind.

ALTERNATE DIRECTORS.

23. A Director may by writing under his hand left at the registered office of the Company appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by resolution of the Directors or by a majority of the

Directors for the time being. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. A Director whose alternate is present at a meeting of the Board shall be deemed to be present thereat himself for the purposes of paragraph (2) of Article 22. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him and (subject to such appointment as aforesaid) appoint another person in his place. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine; Provided that if any Director retires pursuant to Article 24 but is re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired.

RETIREMENT, REMOVAL AND PROCEEDINGS OF DIRECTORS.

24. Subject to Article 31, at each Annual General Meeting of the Company all the Directors for the time being shall retire from office.

25. In Regulation 92 of Part I of Table A the words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election".

26. In Regulation 94 of Part I of Table A all the words after "directors" and in Regulation 95 of Part I of Table A the second sentence shall be omitted.

27. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

28. The following words shall be added at the end of Regulation 98 of Part I of Table A, namely "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director whom he represents and in addition to his own vote".

29. The following words shall be added at the end of Regulation 99 of Part I of Table A, namely "For the purposes of this Regulation an alternate Director shall be counted in a quorum but so that not less than two individuals shall constitute a quorum".

30. The following words shall be added at the end of Regulation 106 of Part I of Table A, namely "and may consist of several documents in the like form each to be signed by one or more Directors".

MANAGING AND EXECUTIVE DIRECTORS.

31. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or to any other executive office for such period and on such terms as they think fit. A Director so appointed shall not while holding such office be subject to retirement by rotation but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as other Directors of the Company and if a Managing Director shall vacate the office of Director he shall *ipso facto* and immediately (but subject as aforesaid) cease to be a Managing Director.

32. In Regulations 108 and 109 of Part I of Table A the words "or a Director appointed to any other executive office" shall be inserted immediately after the words "Managing Director".

ACCOUNTS AND AUDIT.

33. (1) The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, and Sections 3-11 inclusive, and Sections 16-20 inclusive of the Act of 1967, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

NOTICES.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

1 ~~Diarrhoea~~
53, Upper limb sven,
Limen, w.l.
Solicitor

WITNESS to the above signatures:—

Jonathan C. Cooke
53 Upper Brook Street
London W.1.
Solicitor



CERTIFICATE OF INCORPORATION

No. 1062758

I hereby certify that

NORTH SEA OIL DIRECTORY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 25th July 1972

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

OF

North Sea Oil Directory Limited

Passed the 15th day of April, 1977.

At an EXTRAORDINARY GENERAL MEETING of the
Members of the above-named Company, duly convened and held at

Rowe House, Fife Road, Kingston, Surrey.

on the 15th day of April, 1977, the following
SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

That the name of the company be changed to
Spearhead Exhibitions Limited.



Chairman



Post
nb-765722



117

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. **1062758**

I hereby certify that

NORTH SEA OIL DIRECTORY LIMITED

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

SPEARHEAD EXHIBITIONS LIMITED

Given under my hand at Cardiff the **9TH MAY 1977**

D. A. Pendlebury
D. A. PENDLEBURY

THE SECRETARY OF STATE FOR THE DEPARTMENT OF TRADE

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

OF

SPEARHEAD EXHIBITIONS LIMITED

Passed the 22nd day of August, 1978.

At an EXTRAORDINARY GENERAL MEETING of the
Members of the above-named Company, duly convened and held at
Rowe House, ^{6/54} Fife Road, Kingston-upon-Thames, Surrey

on the 22nd day of August, 1978, the following
SPECIAL RESOLUTION was duly passed:—

RESOLUTION.

IT WAS RESOLVED that the authorised share capital of the
Company be increased to £10,000 by the creation of 9900 shares
ranking pari passu with the existing shares of the Company.

.....
D.C. Stott
Chairman



No. of Company.....1062758

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.....Spearhead Exhibitions..... Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
22nd August, 1978, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 9,900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares
9,900

Class of share
Ordinary

Nominal amount of each share
£1

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

pari passu

Signed.....

State whether
Director or Secretary.....

Date..... 19/9/78

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by: Finlay Robertson,
74/76 High Street,
Esher, Surrey.

Presenter's reference:



SPECIAL RESOLUTION

of

SPEARHEAD EXHIBITIONS LIMITED

PASSED on 3rd December 1984

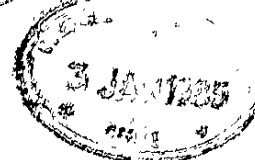
AT AN EXTRAORDINARY MEETING of the above-named Company duly convened and held at 55-59 Fife Road, Kingston upon Thames, Surrey on 3rd December 1984 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by deleting the existing sub-clause (W) of the Clause 3 and substituting the following new sub-clause:

"(W) To guarantee support or secure with or without consideration whether by personal covenant or by mortgaging charging pledging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any such methods the repayment or payment of all sums (including, without limitation, interest) and the discharge of all liabilities, present or future, absolute or contingent for which any person firm or company may at any time be indebted or liable to any third party in any way, whether such liability be the sole liability of that person, firm or company or shall be joint liability with any other person, firm or company."

.....
Chairman



**Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**Please do not
write in this
margin

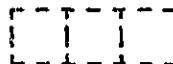
Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



1062758

Note
Please read the notes
on page 3 before
completing this form*Insert full name
of companyInsert name(s) and
address(es) of all
the directors

Name of company

* SPEARHEAD EXHIBITIONS LIMITED

XXWet DAVID CHARLES CHAPMAN STOTT of 1 River House, 23 The
Terrace Barnes, London SW13 0NR. CHRISTOPHER PHILIP
LEVELIS MARKE of 7 Elm Tree Avenue, Esher, Surrey KT10 8JG.
SUSAN CROUCH of 10 New Road, Ham, Richmond, Surrey TW10 7HY
and ROBERT DAVID MUNTON of Cherry Tree Cottage, Horsham
Road, Holmbury St Mary, Dorking, Surrey

Delete as
appropriateDelete whichever
is inappropriate

The directors of the above company do solemnly and sincerely declare that:

The business of the company is:

- (a) that of a recognised bank (licensed institution) within the meaning of the Banking Act 1979;
(b) that of a person authorised under section 2 or 4 of the Insurance Companies Act 1982 to carry on
(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]

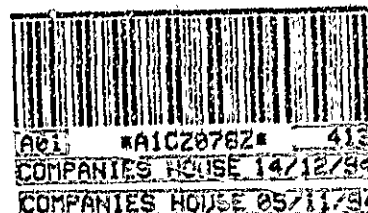
The assistance is for the purpose of [that acquisition] [to enable the company to acquire shares in the company]
[to enable the company to acquire shares in the company]

The number and class of the shares acquired or to be acquired is: FIVE HUNDRED AND
TWENTY SIX ORDINARY £1 SHARES

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

KINGSTON SMITH
DEVONSHIRE HOUSE
146 BISHOPSGATE
LONDON EC2M 4JX

(Ref: JRR/AGM)

For official use
General Section

The assistance is to be given to (note 2) SUSAN CROUCH AND ROBERT DAVID MUNTON

Please do not
write in
the margin

WHO ARE ACQUIRING THE SHARES IN QUESTION

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

The assistance will take the form of.

A loan to each of Susan Crouch and Robert David Munton of
Four Thousand Nine hundred and ninety nine pounds and
sixty three pence

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

SUSAN CROUCH AND ROBERT DAVID MUNTON

*Delete as
appropriate

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

The loan is repayable on demand, financial difficulties,
death, mental illness, imprisonment, bankruptcy or
cessation of employment with the Company and any
subsidiary or holding company of the Company. The loan
is interest free until repayment is due when interest of
2% above bank rate accrues

The amount of cash to be transferred to the person assisted is £ 9,993.26

The value of any asset to be transferred to the person assisted is £ Not applicable

The date on which the assistance is to be given is

29th September 1997

Page 2

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 of the company~~

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 4 Castle Street, King's Cross
Thames, Greater London

the 29th day of September
One thousand nine hundred and ninety four

before me B. J. Bardon

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

Declarants to sign below

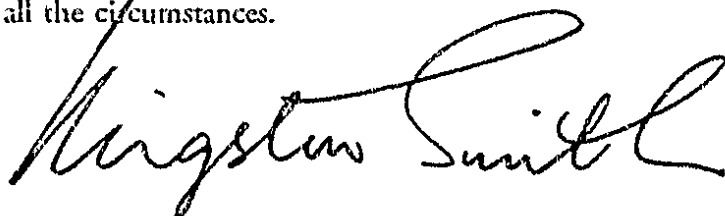
NOTES

- 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 DIRECTORS OF SPEARHEAD EXHIBITIONS LIMITED
PURSUANT TO SECTION 156 (4) OF THE COMPANIES ACT 1985

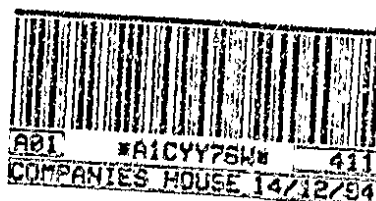
We have examined the attached statutory declaration of the directors dated today in connection with the proposal that the Company should give financial assistance for the acquisition of 526 of the Company's ordinary shares. We have enquired into the state of the Company's affairs so far as necessary for us to review the bases for the statutory declaration.

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



KINGSTON SMITH
Chartered Accountants and Registered Auditors
Devonshire House
146 Bishopsgate
London EC2M 4JX

Dated 29th September 1994



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 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

[] [] [] []

1062758

Name of company:

* SPEARHEAD EXHIBITIONS LIMITED*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29th September 1994 1994 the nominal capital of the company has been
increased by £ 526 beyond the registered capital of £10,000

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

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:

Ordinary shares of £1 each ranking pari passu with the existing
ordinary shares of £1 each in the capital of the Company

Please tick here if
continued overleafSigned Director
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation DirectorDate 29th September 1994Presenter's name, address and
reference (if any):

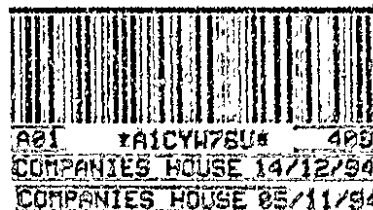
Kingston Smith
Devonshire House
146 Bishopsgate
LONDON EC2M 4JX

(Ref: JRR/AGM)

For official use

General section

Post room

**OYEZ** The Solicitors Law Society Ltd Oyez House 7 Spa Road London SE16 30Q

Companies G123

COMPANIES
2000 01/01/95
G123/95

SPEARHEAD EXHIBITIONS LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at Rowe House, 55-59 Fife Road, Kingston-Upon-Thames, Surrey KT1 1SF on the *Twenty-ninth* day of *September* 1994 at 12.30 am/pm to consider and if thought fit pass the following resolutions the second and third of which will be proposed as Ordinary Resolutions and the first, fourth and fifth of which will be proposed as Special Resolutions.

RESOLUTION 1

"That the 28 issued preference shares of £1 each be and are now reclassified as 28 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company"

RESOLUTION 2

"That the authorised share capital of the Company be and it is hereby increased by £526 to £10,526 by the creation of an additional 526 ordinary shares of £1 each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the Company".

RESOLUTION 3

"That the Directors of the Company be and they are hereby generally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined by Section 80 (2) of the Companies Act 1985) up to an aggregate nominal amount of £10,526 at any time or times during the period from the date on which this resolution was passed up to and including 31 December 1994 on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority".

RESOLUTION 4

"That the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 as defined for the purposes of Section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by the previous resolution as if Section 89 (1) of the said Act did not apply to any such allotment".

Company Number 1062758

SPEARHEAD EXHIBITIONS LIMITED

NOTICE TO THE REGISTRAR OF COMPANIES

Given pursuant to Section 380 of the Companies Act 1985 the following Special Resolutions were passed at an Extraordinary General Meeting of the Company held at Rowe House, 55-59 Fife Road, Kingston Upon Thames Surrey on the *Twenty-eighth* day of *September* 1994

RESOLUTION

"That the 28 issued preference shares of £1 each be and are now reclassified as 28 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company"

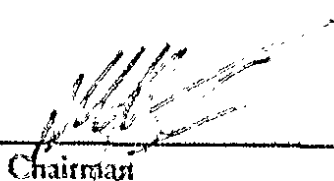
RESOLUTION

"That the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 as defined for the purposes of Section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by the previous resolution as if Section 89 (1) of the said Act did not apply to any such allotment".

RESOLUTION

"That the Articles of Association of the Company be amended by inserting in line 5 of Article 1 thereof the number "10" between the word "Regulation" and the number "11" and that in connection with the subscription for 263 ordinary £1 shares in the capital of the Company by each of Mrs Crouch and Mr. Munton the Company be and is hereby authorised to give financial assistance to each of Mrs. Crouch and Mr. Munton lending each of them the sum of £5,000 on the terms and conditions set out in the agreement a copy of which is produced at the Meeting and initialled by the Chairman hereof"

Signed


Chairman

NO. 00001003

