

1176085

No. of Company

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of Company GREENWICH JOINERY COMPANY ✓ Limited*

I, GEORGE EDWARD NEWSON (15)
of 'LANSDOWNE', 198 WINGLETYE LANE, HORNCURCH, ESSEX, PM11 3AL.Do solemnly and sincerely declare that I am (see note (a) below) A person named in the
..... Articles of the Association as a Secretary
of GREENWICH JOINERY COMPANY
..... 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 2 and 4 Spring Street
Woolwich S.E.18 in the hands
Bernard Fraser
the 3rd day of June
one thousand nine hundred and seventy four
before me.

G. Bernard Fraser

A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

HART & Co. (CITY ROAD) LIMITED

Presented by:

Company Registration Agents

22/24 Cowper Street, London, EC2A 4AP.

Presenter's reference:

Tel.: 01-253 4108

1176085/3

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

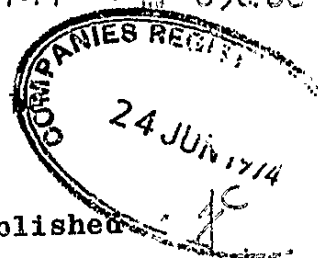
GREENWICH JOINERY COMPANY LIMITED.

The name of the Company is Greenwich Joinery Company Limited.

2. The registered office of the Company will situate in England.

3. The objects for which the Company is established are:-

(A) To carry on the business of builders, contractors and decorators, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors, and to undertake the erection or demolition, construction maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds; to manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds, and to buy, take on lease or otherwise acquire land for the purpose of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works, and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- (Y) 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, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100.
divided into 100 Shares of £1 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
<p>PERCY HERBERT SWEETSER 10 WESTROW GARDENS SEVEN RINGS ILFORD ESSEX</p> <p><i>P. Sweetser</i></p>	
<p>EXHIBITION ORGANISOR</p>	<p>1 one</p>
<p><i>G. E. Newson</i></p> <p>GEORGE EDWARD NEWSON LANDSDOWNE 198 WINGLETYE LANE HORNCHURCH ESSEX</p> <p>COMPANY SECRETARY</p>	<p>1 one</p>

Dated this day 3rd June 1974

Witness to the above Signatures-

R. C. Pennack

RICHARD CHARLES PENNACK
30 PARK VIEW CRESCENT
GREAT BADDOW
CHELMSFORD, ESSEX.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

1176085 | 4

Articles of Association

OF

GREENWICH JOINERY COMPANY LIMITED.

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be

GEORGE EDWARD NEWSON ✓

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Percy HERBERT SWEETSER
10 WESTROW GARDENS
SEVEN KINGS
ILFORD ESSEX

EXHIBITION ORGANISOR

P. H. Sweetser

G. E. Newson

GEORGE EDWARD NEWSON
LANDSDOWNE
198 WINGRETYE LANE
HORNCHURCH, ESSEX
COMPANY SECRETARY

Dated this day 3rd June 1974

Witness to the above Signatures-

R. C. Pennack

RICHARD CHARLES PENNAEK
30 PARK VIEW CRESCENT
GREAT BADDOW
CHELMSFORD, ESSEX.



CERTIFICATE OF INCORPORATION

No. 1176085

I hereby certify that

GREENWICH JOINERY COMPANY 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

3RD JULY 1974

N Taylor
N. TAYLOR

Assistant Registrar of Companies



COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

* insert full name of company

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

1176085

Name of company

* Greenwich Joinery Company Limited

gives notice that the company's new accounting reference date on which the current 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
---	---	---	---

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

Day Month Year

3	1	0	3	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

Signed

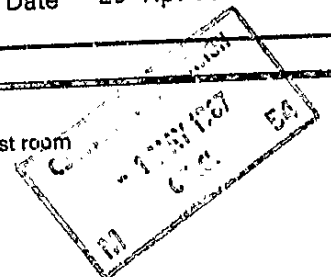


[Director][Secretary]† Date 29 April 1987

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

For official Use
General Section

Post room



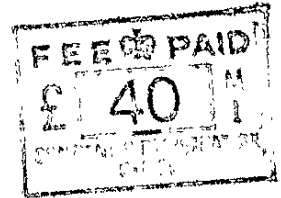
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JORDAN HOUSE
BALDWIN PLACE
LONDON W1T 6EE
TELEPHONE 01 253 3030
TELEX 21 1010



No. 1176085



THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GREENWICH JOINERY COMPANY LIMITED

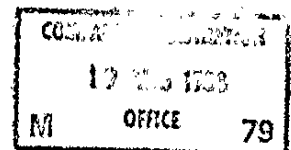
At an Extraordinary General Meeting of the above named Company duly convened and held on 26th May, 1988 the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT the name of the Company be and it is hereby changed to
EMAP CONSUMER MAGAZINES LIMITED.

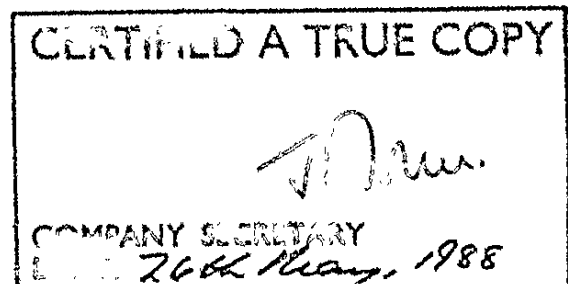
2/9

A. J. WILLIAMS,
CHAIRMAN.



Bar
£40

000105



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1176085

I hereby certify that

GREENWICH JOINERY COMPANY LIMITED

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

EMAP CONSUMER MAGAZINES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 SEPTEMBER 1988

V J M
Wheeler
MISS V J WHEELER

an authorised officer

No. 1176085

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

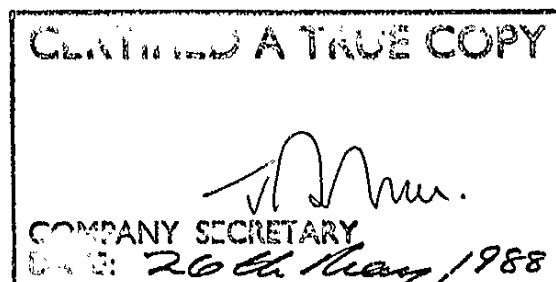
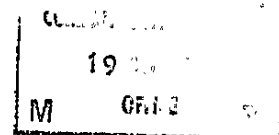
GREENWICH JOINERY COMPANY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 26th May, 1988 the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

1. That the Company adopt in substitution for the existing Memorandum of Association a new Memorandum of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.
2. That the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.

A. J. WILLIAMS,
CHAIRMAN.



Number: 1176085

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GREENWICH JOINERY COMPANY LIMITED

(Adopted by Special Resolution passed on 26th May, 1988)

1. The Company's name is **GREENWICH JOINERY COMPANY LIMITED**
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) 1. To carry on the businesses of a holding company in all its branches and to acquire by purchase lease concession grant licence or otherwise deal in such businesses options rights privileges lands buildings leases underleases stocks shares debentures bonds obligations securities reversionary interests annuities policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and business of every description.
 2. To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
 3. To carry on all or any of the businesses of building and civil engineering contractors land estate and property developers repairers and jobbers estate agents and managers mortgage and insurance brokers and agents surveyors valuers and auctioneers builders' merchants plant hire specialists painters decorators plumbers haulage and transport contractors electricians and general engineers financiers for the promotion of the sale for cash or on credit or on the instalment plan or hire purchase agreement or easy payment system or otherwise of good wares produce products and merchandise of every description and general merchants agents and traders.
- (B) To carry on all or any of the businesses of publishers including all forms of electronic publishing and printers lithographers engravers die sinkers book-



binders producers proprietors and agents for the sale and distribution of newspapers magazines periodicals journals books and other publications and to own exploit and acquire copyrights rights of publication and reproduction and other rights in respect of any literary and other works and undertakings and to collect print and publish the same and to be printers' agents commercial and manufacturing stationers; to employ the services of and to act as agents for journalists photographers authors critics lecturers and other professional persons; to carry on all or any of the businesses of proprietors of recording film and photographic studios printers producers and dealers in films television programmes photographs record covers and sleeves music lyrics books magazines and works manufacturers producers renters letters on hire maintainers repairers importers exporters and merchants or agents for and dealers in records cassettes cartridges tapes sound recording equipment and apparatus tape recorders hi-fi and stereo equipment cine and other cameras radio and television sets musical instruments and accessories and of for and in electrical and electronic equipment appliances materials and supplies of every description insurance and general brokers financiers advertising agents amusement caterers showmen and exhibitors juke box engineers printing electrical electronic wireless sound television heating lighting telephone mechanical and general engineers and engineering contractors commission and general agents merchants and traders.

- (C) To promote organise manage stage carry on conduct advertise and publicise exhibitions shows displays conferences meetings of all kinds and to carry on all or any of the businesses of exhibition consultants contractors designers and promoters builders installers fitters erectors designers and sellers manufacturers hirers of and dealers in exhibition stands display equipment models appliances apparatus fittings and devices of all kinds public relations consultants and contractors exhibition stand builders and designers joiners and woodworkers painters and decorators shopfitters organisers of and agents for advertising publicity development and other schemes of all kinds proprietors and organisers of direct mail services editorial and other public relations services printers publishers photographers organisers producers and conductors of sporting promotions entertainments theatrical productions and enterprises of all kinds television relay services proprietors theatrical agents hirers and letters on hire of and dealers in equipment machinery vehicles and transport of all kinds manufacturers hirers letters on hire repairers and designers of and dealers in telephone and audio-visual equipment cameras films and photographic materials and requisites of all kinds electrical goods of all kinds fancy goods and articles of every description general engineers electricians and carpenters haulage and transport contractors and general merchants agents and traders.

- (D) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in the sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (E) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands buildings easements rights privileges concessions patents patent rights licences secret processes machinery plant stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (F) 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 the Company's business and to contribute to or subsidise the erection construction and maintenance of any of the above.
- (G) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (H) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets present and future and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights power privileges and conditions as may be thought fit debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve.

- (J) To lend money to any company firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act 1948 or otherwise associated with the Company in business.
- (K) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives widows families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such 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.
- (L) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

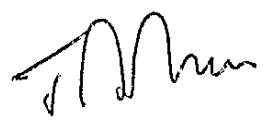
- (N) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash by instalments or otherwise or in fully or partly paid-up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold dispose of or otherwise deal with any shares stock or securities so acquired.
- (P) To enter into any partnership or joint venture arrangement or arrangement for sharing profits union of interests or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold sell deal with or dispose of shares stocks or securities of any such company and to guarantee the contracts or liabilities of or the payment of the dividends interest or capital of any shares stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares stock or securities and guarantee the payment of dividends interest or capital of any shares stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business property assets liabilities and transactions of any person firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (S) To sell improve manage develop turn to account exchange let on rent grant royalty share of profits or otherwise grant licences easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (U) To subscribe for purchase or otherwise acquire and hold shares stock debentures or other securities of any other company.
- (V) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company 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.
- (W) 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 trustees sub-contractors or otherwise.
- (X) To do all such things as are incidental or conducive to the above objects or any of them

And it is hereby declared that save as otherwise expressly provided each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.

Number: 1176085



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GREENWICH JOINERY COMPANY LIMITED

(Adopted by Special Resolution passed on 26th May, 1988)

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) of the Company to such persons and generally on and in such manner as they think fit.
4. (1) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles of Association unless varied or revoked or renewed by the Company in General Meeting.
 - (ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make

at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Act shall not apply to any allotment of Shares in the Company.
6. Subject to the provisions of Part V of the act the Company may:
 - (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (B) purchase its own Shares (including any redeemable Shares);
 - (C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.
7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share 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 Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with 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".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitations as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by

rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.
13. 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 94 of Table A shall be modified accordingly.
14. If any Director shall be called upon to perform extra services or to make special exertions on going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

Company Number: 1176085

EMAP CONSUMER MAGAZINES LIMITED

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

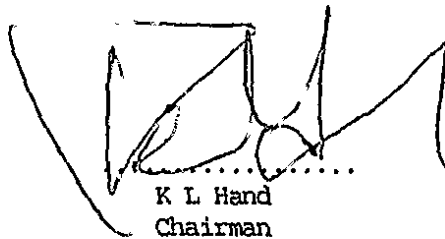
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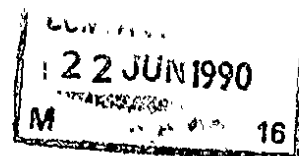
EMAP CONSUMER MAGAZINES LIMITED

At an Extraordinary General meeting of the above named Company duly convened and held on 15th June 1990 the following Resolution were passed as Special Resolution:-

SPECIAL RESOLUTION

That the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.


K L Hand
Chairman



THE COMPANIES ACT 1985 TO 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMAP CONSUMER MAGAZINES LIMITED

(Adopted by Special Resolution dated 15th June 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24, 64 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the 1985 Companies Act) (hereinafter referred to as "the 1985 Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles of Association unless varied or revoked or renewed by the Company in General Meeting or by written Resolution.

- (ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.
6. Section 89 (1) of the 1985 Act shall not apply to any allotment of Shares in the Company.
7. Subject to the provisions of Part V of the 1985 Act the Company may:
 - (a) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (b) purchase its own Shares (including any redeemable Shares);
 - (c) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the 1985 Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.
8. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share 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 Member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

9. Clause 41 of Table A shall be read and construed as if the last sentence ended with 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".

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitations as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
11. No Director shall be subject to retirement by rotation, and clauses 73 to 75 (inclusive) of Table A shall not apply to any Director and clauses 76 and 77 shall be amended accordingly.
12. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.
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 94 of Table A shall be modified accordingly.
15. If any Director shall be called upon to perform extra services or to make special exertions on going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
16. A person may be appointed a Director of the Company even if he has attained the age of 70, and a Director of the Company shall not be required to vacate his office purely because he attains the age of 70.
17. The Company may purchase and maintain, for any officer of the Company or any person (whether an officer or not) employed by the Company as auditor, insurance against any such liability as is contained in Section 310 of the 1985 Act.

18. The Directors may appoint and dismiss an assistant secretary and authorise him to sign on behalf of the Company all documents that are required to be delivered to the Registrar of Companies for England and Wales.
19. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

Company No: 1176085

THE COMPANIES ACTS 1985 AND 1989

ELECTIVE RESOLUTIONS

of

EMAP CONSUMER MAGAZINES LIMITED

At a duly convened Annual General Meeting of the Company held on 19th July 1990 at 1 Lincoln Court, Lincoln Road, Peterborough PE1 2RF the following resolutions were passed:-

ELECTIVE RESOLUTIONS

1. The Company henceforth shall not lay accounts and reports before the Company in General Meeting. (Section 252)
2. The Company shall not be obliged to appoint auditors annually. (Section 386)
3. The Company shall not henceforth hold Annual General Meetings. (Section 366(A))

Dated: 19th July 1990

.....
B J ALLPRESS
Chairman

Company No.1176085

THE COMPANIES ACT 1985 and 1989

SPECIAL RESOLUTIONS

of

EMAP CONSUMER MAGAZINES LIMITED


At a duly convened Annual General Meeting of the Company held on 19th July 1990 at 1 Lincoln Court, Lincoln Road, Peterborough the following Resolution was passed:-

SPECIAL RESOLUTION

THAT, the company having satisfied the provisions of section 252, Companies Act 1985, relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Dated: 19th July 1990

.....
B J Allpress
Chairman



Company No: 1176085

THE COMPANIES ACTS 1985 AND 1989

ELECTIVE RESOLUTIONS

of

EMAP CONSUMER MAGAZINES LIMITED

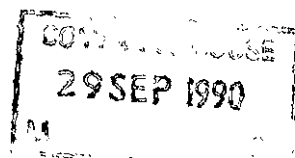
At a duly convened Annual General Meeting of the Company held on 19th July 1990 at 1 Lincoln Court, Lincoln Road, Peterborough PE1 2RF the following resolutions were passed:-

ELECTIVE RESOLUTIONS

1. The Company henceforth shall not lay accounts and reports before the Company in General Meeting.(Section 252)
2. The Company shall not be obliged to appoint auditors annually. (Section 386)
3. The Company shall not henceforth hold Annual General Meetings. (Section 366 (A))

Dated: 19th July 1990

.....
B J ALLPRESS
Chairman



G Notice of increase
in nominal capital**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

Company number

1176085

Name of company

EMAP Consumer Magazines Limited

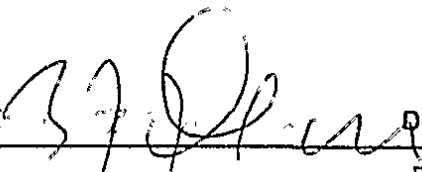
gives notice in accordance with section 123 of the above Act that by resolution of the company dated 28th August 1991 the nominal capital of the company has been increased by £4999900.00 beyond the registered capital of £100.00

A copy of the resolution authorising the increase is attached.

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:

Ranking pari passu in all respects with the existing unissued Ordinary Shares of £1.00 each.

Signed



Designation Secretary

Date 28th August 1991

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

EMAP plc
1 Lincoln Court
Lincoln Road
Peterborough
PE1 2RF

For official use
D.E.B.

Post room

- 55.11291

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PC SECRETARY SOFTWARE

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

of EMAP Consumer Magazines Limited

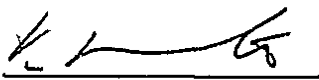
passed the 28th August 1991

At a general meeting of the members of the above-named company, duly convened and held at Apex House, Oundle Road, Peterborough on the 28th August 1991, the following ORDINARY RESOLUTION was passed:

INCREASE
AUTHORISED
SHARE CAPITAL

THAT the share capital of the company be increased from £100.00 to £5000000.00 by the creation of the following new shares:

4999900 Ord shares of £1.00 each ranking in all respects pari passu with the 100 existing Ord shares of £1.00 each in the capital of the company.

Signed: 
K Marriott
Chairman

CO. 1176085

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of EMAP Consumer Magazines Limited

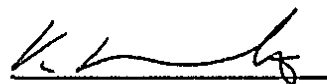
passed the 28th August 1991

At a general meeting of the members of the above-named company, duly convened and held at Apex House, Oundle Road, Peterborough on the 28th August 1991, the following ORDINARY RESOLUTION was passed:

RENEWAL OF
AUTHORITY TO
ALLOT SHARES

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Signed:



K Marriott
Chairman

3511-11281

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

pursuant to Section 378 Companies Act 1985

of EMAP Consumer Magazines Limited

passed the 28th August 1991

At a general meeting of the members of the
above-named company, duly convened and held at Apex
House, Oundle Road, Peterborough on the 28th August
1991, the following SPECIAL RESOLUTION was passed:

DIS-APPLY
PRE-EMPTION
RIGHTS

THAT the Directors be and are hereby generally and
unconditionally empowered to allot and grant rights
to subscribe for or convert securities into shares of
the company pursuant to the authority conferred in
the above preceding resolution as if Section 89(1) of
the Companies Act 1985 did not apply. This power
shall enable the directors so to allot and grant
rights to subscribe for or convert securities into
shares of the Company after its expiry in pursuance
of an offer or agreement so to do made by the
company before its expiry.

Signed: 

K Marriott
Chairman

For
the
Director