

No. of Company

1182469

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 BARDELL SMITH PUBLISHING Limited*

I, Margaret J. Smith (11)

of Woodbridge House

..... 49 Clerkenwell Green

..... London EC1R 6EN

Do solemnly and sincerely declare that I am (see note (a) below) a person named

..... in the articles of association as a Secretary

of

..... BARDELL SMITH PUBLISHING 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, 1935.

Declared at Woodbridge House 296/302

..... High Holborn London WC1

the 21st day of August

one thousand nine hundred and seventy four

before me.

..... G. Gordon

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

G. G. Solicitor

- (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.

Presented by: HAYWARDS LEGAL PRINT LIMITED
Woodbridge House
49 Clerkenwell Green
London EC1R 6EN

Presentor's reference:

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

050.00

OF

BARDELL SMITH PUBLISHING LIMITED

1. The name of the Company is "BARDELL SMITH PUBLISHING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(1) (a) To carry on business as music printers, copyists, engravers, publishers, arrangers, and dealers, newspaper, journal, and magazine publishers and proprietors, printers, publishers, booksellers, lithographers, stereotypers, stationers, concert hall proprietors, theatre, music hall and cinema proprietors, amusement caterers, refreshment caterers, engineers, electricians, cabinet makers and woodworkers, fancy goods dealers, and general store-keepers.

(b) To enter into engagements, contracts or agreements of any kind or description with playwrights, authors, composers, writers, actors, musicians, artistes, scenario writers, producers, impresarios, directors, managers or other persons employed in literary, theatrical, cinematograph, musical, radio, television and recording professions or industries, to acquire the copyright, dramatic, film, broadcasting, television, mechanical reproduction, translation or publication and any other rights in, for or in connection with the right to produce, perform, present, show or exhibit, by mechanical means or otherwise, translate or publish, all stage, television, broadcasting, cinematograph, live and mechanical entertainments or amusements of all kinds, or for the representation thereof, in the United Kingdom or elsewhere.

(c) To purchase or otherwise acquire copyrights, rights or presentation, production, reproduction, translation, publication, licences, concessions and privileges and any other rights, and to employ persons to write, compose, perform, invent, prepare, produce, direct or manage, and to act as agents for or to organise, promote, cater for or manage either alone or jointly with any other person or persons, firms or companies, all such works of entertainment or amusement as aforesaid, and to remunerate such persons or person, and to print, publish, cause to be printed or published, any such work or composition whatsoever of which the Company has the copyright or rights to publish, and to sell, distribute and deal with any matter so printed or published as the Company may think fit, and to grant licences or rights in respect of any property of the Company to any other person, persons, firms or companies.



- (2) To manufacture, buy, sell, treat and generally deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the business of the Company or in or for any of the operations of the Company and to carry on any other operation or trade or business which may seem to the Directors of the Company capable of being conveniently carried on in connection with or as ancillary to any business of the Company 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 or rights.
- (3)
 - (a) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, and to act as a director or other officer or managing agent of any company.
 - (b) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
 - (c) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
 - (d) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, or (being a company) having objects altogether or in part similar to those of this Company, and to lend money to, guarantee the contracts of or otherwise assist any such person or company, and to take or subscribe for or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- (4)
 - (a) To apply for, purchase or by other means acquire and protect, prolong, extend and renew anywhere in the world any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, *brevets d'invention* and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant 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.

(b) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.

(c) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

(d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

- (5) 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.
- (6) To remunerate whether by cash payment or by the allotment credited as fully or partially paid up of shares, debentures, debenture stock or other securities of the Company or in any other manner, any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (7) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental 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.

- (8) (a) To guarantee whether or not the Company shall receive any direct or indirect consideration or advantage therefor and support or secure whether 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 of and the repayment or payment of the principal amounts of and premiums interest and dividends on any shares debentures or other securities of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business and to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, 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 a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (b) To guarantee the performance of any contract or obligation and the payment of money to or of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (c) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company.
- (d) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (9) (a) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, 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.
- (b) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain

from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(c) To procure the Company to be registered or recognised in any foreign country or place.

- (10) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise and to act as agents and brokers (but not as stock or share brokers).
- (11) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (12) To do all or any of the above things in any part of the world as principals agents contractors trustees or otherwise and by or through trustees nominees agents or otherwise, and either alone or in conjunction with others.
- (13) To do all such other things as are incidental or conducive to the attainment of the above subjects.

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 unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
- (B) The objects specified in each of the paragraphs and sub-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 and sub-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 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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 (In Words)
<p>✓ Margaret Smith, Woodbridge House, 49 Clerkenwell Green London, EC1R 0EN Secretary.</p> <p>Philip Lawrence Alps Woodbridge House. 49 Clerkenwell Green London EC1R 0EN Company Director</p>	<p>ONE</p> <p>ONE</p>

DATED this 19th day of August 1974

WITNESS to the above Signatures:—

Christine Asser.
208, Wellington Rd.
Bush Hill Park.
Enfield.
Composer Operator.

1182469

14

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

BARDELL SMITH PUBLISHING LIMITED

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act as amended by the Companies Act 1967 (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Part I of Table A. The Regulations of Part I of Table A numbered 24, 53, 75, 84, 88 to 92 inclusive, 99, 100 and 106 and Regulation numbered 3 of Part II of Table A shall not apply to the Company and in lieu thereof and in addition to the remaining Regulations in Table A, the following shall be the Articles of the Company.

SHARES

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

3. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any Shares at a premium or at par during such times and for such consideration as the Directors think fit,

and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any Shares an option to require the Company to allot to him or his nominees any further Shares in the Company at not less than par.

4. The lien conferred by Regulation 11 shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER AND TRANSMISSION OF SHARES

5. An instrument of transfer of a fully paid Share need not be executed by or on behalf of the transferee and Regulations 22 and 23 shall be modified accordingly.

6. 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.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two Members present in person or by proxy and entitled to vote and holding or representing by proxy not less than one tenth part of the issued share capital of the Company.

8. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as the like resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members. Signatures in the case of a body corporate which is a Member shall be sufficient if made by a director thereof on its behalf.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by any Member present in person or by proxy, and the first paragraph of Regulation 58 shall not apply.

DIRECTORS AND SECRETARY

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

✓ 11. The names of the first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association and MARGARET SMITH shall be the first Secretary of the Company.

12. A Director and alternate Director shall not require any share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of Shares in the Company, and to receive due notice of any such meeting.

13. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any

purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

BORROWING POWERS

14. The limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors imposed by the proviso in Regulation 79 shall not apply.

POWERS AND PROCEEDINGS OF DIRECTORS

15. In Regulation 86 the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall not apply.

16. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

17. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

18. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

19. No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provision of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed as the case may be as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director.

20. The Directors shall not be liable to retirement by rotation and Regulations 94, 95 and 97 shall be modified accordingly.

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

22. A resolution in writing signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.

DISQUALIFICATION OF DIRECTORS

23. The office of Director shall be vacated if the Director:—

- (A) Resigns his office by writing under his hand left at the registered office.
- (B) Be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors.
- (C) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (D) Ceases to be a Director by virtue of Section 182 of the Act.
- (E) Is absent from meetings of the Directors for six months without leave and the Directors resolve that his office be vacated.

ALTERNATE DIRECTORS

24. Each Director shall have the power to nominate any other Director or person approved for that purpose by a majority of the Directors of the Company to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regard the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to all other Directors of the Company and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto vacate office if and when his appointor for any reason vacates office as a Director or removes him from office. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as an alternate and shall count towards a quorum accordingly. The person so appointed shall not be required to hold any qualification shares and shall be entitled to receive notices of meetings of the Board but without prejudice to the rights of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board. The remuneration (if any) of an alternate Director shall be provided by the Director for whom he acts and not by the Company.

DIVIDENDS

25. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and the Company shall not be constituted a trustee in respect thereof.

CAPITALISATION OF PROFITS

26. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits received or recovered in respect of or arising from the realisation of, or from any realised accretion to any capital assets of the Company or any investment representing the same and not required for the payment or provision of any fixed preferential dividend, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the Members on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being and any share premium account and capital reserve fund.

NOTICES

27. Regulation 134 shall apply as if paragraph (b) thereof were omitted.

INDEMNITY

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Margaret Smith
 Woodbridge House,
 49 Clerkenwell Green,
 London
 EC1R 0EN

Secretary.

Philip Lawrence Alpe
 Woodbridge House
 49 Clerkenwell Green
 London EC1R 0EN

Company Director

 DATED this 19th day of August 1974

WITNESS to the above Signatures:—

Christine Asor
 208, Wellington Road.
 Bush Hill Park
 Enfield

Computer Operator.



CERTIFICATE OF INCORPORATION

No. 1182469

I hereby certify that

BARDELL SMITH PUBLISHING 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

30TH AUGUST 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1182469

Name of company

* BARDELL SMITH PUBLISHING LIMITED

* insert full name of company

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:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3	1	0	3
---	---	---	---

† delete as appropriate

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	8
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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 LEOSONG HOLDINGS LIMITEDcompany number 1356293the accounting reference date of which is 31st March

Signed

[Director][Secretary]† Date 18th October 1988

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

For official Use
General Section

Post room



To: The Directors
Bardell Smith Publishing Limited
Green Garden House
St Christopher's Place
London
W1M 5HD

Dated: 4th December 1990

Dear Sirs

We hereby resign from the office of Auditors of the Company, such resignation to take effect immediately after the adoption of the Board Resolution accepting the same and we declare that, pursuant to section 394 of the Companies Act 1985, there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully

Peter A. ...

for and on behalf of Richard Anthony & Co

Witnessed by:-

Stephen A. Roke, F.C.A.
111, Nether Street,
Finchley,
London.
N12 8AA.



Company No: 1182469

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

BARDELL SMITH PUBLISHING LIMITED

Passed on 14th January 1994

At the annual general meeting of the members of the Company duly convened and held at 127 Charing Cross Road, London on 14th January 1994, at which all the members entitled to attend and vote at the meeting were present in person or by duly authorised representative or proxy, the following resolution was carried unanimously as an elective resolution in accordance with Section 379A of the Companies Act 1985:-

ELECTIVE RESOLUTION

'To dispense with the laying of accounts before general meetings, the holding of annual general meetings and the appointment of auditors annually, subject to the provisions of the Act.'


.....
Chairman



Company No: 1182469

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BARDELL SMITH PUBLISHING LIMITED

Passed on 14th January 1994

At the annual general meeting of the members of the Company duly convened and held at 127 Charing Cross Road, London on 14th January 1994, the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

"THAT the regulations as set out in the re-printed articles of association tabled at the meeting and signed for identification, be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association."


.....
Chairman

4056Z



1182469

This is a print of Articles
of Association amended by
Special Resolution dated
14th January 1994

THE COMPANIES ACTS 1985 AND 1989

.....
COMPANY LIMITED BY SHARES

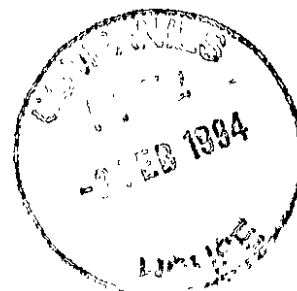
ARTICLES OF ASSOCIATION

OF

BARDELL SMITH PUBLISHING LIMITED

(As adopted by Special Resolution dated 14th January 1994)

1. The regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.
- 2.1 The share capital of the Company at the date of adoption of these articles is £100 divided into 100 ordinary shares of £1 each.
- 2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- 2.3 Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.



3. In regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.

4. In regulation 24 of Table A, the words "which is not fully paid" shall be deleted.

5. The following shall apply to the Company in place of regulation 40 of Table A:-

"No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985.

6. The following shall apply to the Company in place of regulation 41 of Table A:-

If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".

7. The following shall apply to the Company in place of regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".

8. Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company.
9. A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
10. A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

11. The second sentence of regulation 6 in Table A shall be substituted by the following:-

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal."

12. The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as is mentioned in Regulation 118 of Table A (which Regulation shall not apply to any auditor of the Company).

Names, addresses and descriptions of subscribers

Margaret Smith
Woodbridge House
49 Clerkenwell Green
London
EC1R 0EN

Secretary

Philip L Alpe
Woodbridge House
49 Clerkenwell Green
London
EC1R 0EN

Company Director

Dated this 19th day of August 1974

Witness to the above signatures:-

Christine Asser
Woodbridge House
49 Clerkenwell Green
Londn
EC1R 0EN

Composer Operator

4058Z