

1207531

Form No. 41

No. of Company

(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 GRAY'S STUDIOS Limited*

I, ... JOHN PHILIP LEWINDON (18)

of ... 6 Larkfield Close, Rodford, Essex
.....
.....Do solemnly and sincerely declare that I am (see note (a) below) *a person named in the**Articles of Association as Secretary*of ... *Grays Studios*
..... (18) 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 ... *ROCHFORD* ... in ... *ESSEX* *County of Essex* ...the ... *26* ... day of ... *MARCH* ...one thousand nine hundred and ... *FIFTY - FIVE* ...

before me.

.....
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 or Solicitor having the power conferred on a
Commissioner for Oaths

*Delete "Limited" if not applicable.

Presented by:

MESSRS. R. T. CUMMING

87 CHANCERY LANE -
LONDON W.C.2.

01-242 5065

Presenter's reference:

V2361

Margin reserved for binding

COMPANY LIMITED BY SHARES £200 000 000 050.00

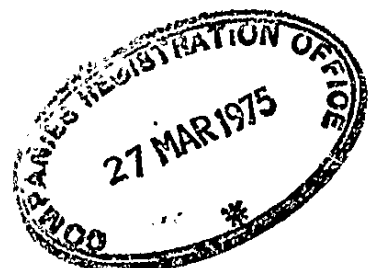
Memorandum of Association

OF

GRAYS STUDIOS LIMITED

1. The name of the Company is "GRAYS STUDIOS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) 1. To carry on business as publishers, booksellers, bookbinders, engravers, lithographers and printers of every kind and by every process and as artists, draughtsmen, designers and photographers and to manufacture and deal both wholesale and retail in stationery and paper of every description including cardboard, carbons, fancy and all other kinds of cards, calendars, envelopes, writing and drawing materials, implements and requisites, rubber and other stamps, company, account and all other descriptions of books.
 2. To carry on business as manufacturers, dealers and repairers of typewriters, duplicating and printing machines, calculating machines, dictating machines and their accessories and components and office furniture, equipment and requisites of all kinds generally dealt with by printers and stationers and to carry on business as proprietors of newspapers, magazines, periodicals, books and other publications and as press, news, advertising and publicity agents.

MESSRS A. T. CLIPPING
17 GILBERT LANE
LONDON E.C. 2
4-24-66



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, develop or otherwise deal with and adapt the same to the advantage of the Company.
- (d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit.
- (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition.
- (j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures debenture stock or other securities.
- (l) To draw, make, accept, endorse, discount execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £2,000 divided into 2,000 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.
<p><i>John Philip Lewin</i> <i>6 Larkfield Close</i> <i>Rockford, Essex</i> <i>Certified Accountant</i></p>	<p><i>one</i></p>
<p><i>Ronald Norman Edwards.</i> <i>191, Eastern Esplanade</i> <i>Thorpe Bay Essex</i> <i>Audit Clerk</i></p>	<p><i>one</i></p>

Dated this *26* day of *March* 19*75*.

Witness to the above Signatures :-

M. Park.
14 Clatterfield Gardens,

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

GRAYS STUDIOS LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 3, 24, 40 to 43 (inclusive), 53, 66, 75, 84, 88, 107, 108 and 110 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

DIRECTORS

3. The number of Directors shall not be less than ~~two~~ or more than ~~seven~~ and the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

SHARES

4. The Share Capital of the Company is £2,000 divided into 2,000 Shares of £1 each.

6.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

6. The Shares of the Company, whether forming part of the original capital or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such persons at such times and on such terms as they think fit, subject in the case of any shares other than those constituting the original capital of the Company to any directions contained in the resolution of the Company creating the same and to Regulation 2 of Part II of Table A.

VARIATION OF RIGHTS

7. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of Shares of the class present shall be a quorum.

TRANSFER OF SHARES

8. Any share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new Trustee or to the legatee or next of kin of a deceased Member, or to a beneficiary under a trust created by a deceased Member. Save as aforesaid 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.

9. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

LIEN

10. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

POWERS AND DUTIES OF DIRECTORS

11. 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 the manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and may be counted in the quorum at any meeting at which any such matter is considered.

12. 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.

13. 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 such services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors but his appointment shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The first Secretary shall be **John Philip Lewindon** . Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may decide. If at any time there shall be no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Philip Lunden
6 Larkfield Close
Rochford, Essex
Certified Accountant

Ronald Norman Edwards.
191 Eastern Esplanade
Thorpe Bay Essex
Audit Clerk

Dated this 26 day of March 1975 —

Witness to the above Signatures :-

M. Park.
17, Chatterfield Gardens,
Westcliff-on-Sea.
Essex.

Junior Audit Clerk.



CERTIFICATE OF INCORPORATION

No. 1207531

I hereby certify that

GRAYS STUDIOS 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 15th April 1975

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

N. TAYLOR

Assistant Registrar of Companies

Company Number 1207531

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

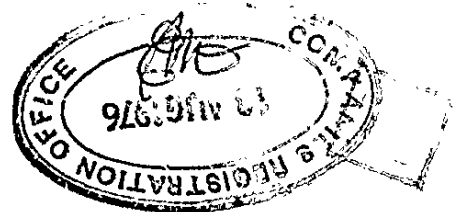
GRAYS STUDIO LIMITED

PASSED the 31st day of July 1976

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined SPECIAL RESOLUTION was duly passed, viz :-

That the Articles of Association be amended by the substitution of the word "ten" for the word "seven" in Article 3.

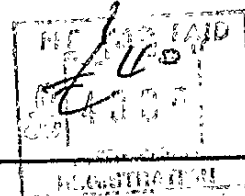
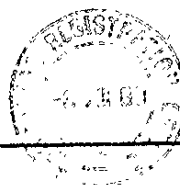
CHAIRMAN (W. BROWN)



BRITISH COMPANY REGISTRATION AGENCY LTD
38-40 FEATHERSTONE STREET
LONDON EC1. EAH/F

035171/5

Company Number 1207531



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GRAYS STUDIOS LIMITED.

PASSED the 27th day of November 1980,

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company,
duly convened and held at 4, BEVAN STREET, LOWESTOFT, SUFFOLK

on the 27th day of NOVEMBER 1980, the following SPECIAL

RESOLUTION(S) was ~~was~~ duly passed:-

That the name of the Company be changed to :-

SUFFOLK NEWSPAPERS LIMITED.


(W. BROWN)

CHAIRMAN.

BRITISH COMPANY

REGISTRATION AGENTS LTD

NOTES: Every copy of the Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.

37-45 PAUL STREET
LONDON EC2A 4PB
TEL 01 251 0344

22 2927

Cat. No. CA.50

Lewis, Coates & Lucas, Limited

37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344

British Company Registration Agents Limited



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1207531

122

I hereby certify that

GRAYS STUDIOS LIMITED

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

SUFFOLK NEWSPAPERS LIMITED

Given under my hand at Cardiff the

30TH DECEMBER 1980

A handwritten signature in dark ink, appearing to be 'R. J. Jones', written over a faint circular stamp.

Assistant Registrar of Companies

Registered in England No. 1207531

36

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

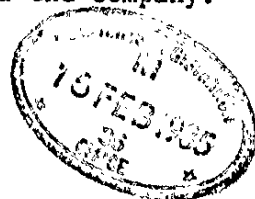
of

SUFFOLK NEWSPAPERS LIMITED

(passed on 1st February 1985)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Holland Court, The Close, Norwich on Friday, 1st February, 1985 the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

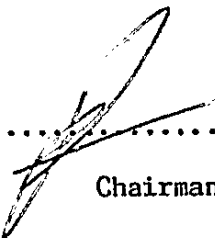


- (1) That the authorised share capital of the Company be and it is hereby increased to £102,000 by the creation of 100,000 new Cumulative Preference Shares of £1 each carrying the rights attached thereto by the Articles of Association of the Company to be adopted pursuant to Paragraph (4) of this Resolution.
- (2) That upon the recommendation of the Directors it is desirable to capitalise £1,992 being part of the sum standing to the credit of the Company's reserves and accordingly that such sum be set free for distribution amongst the Members of the Company who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but applied in paying up in full at par 1,992 unissued Ordinary Shares of £1 each in the Company to be allotted and distributed credited as

fully paid up at par to and among the persons whose names appear in the Register of Members of the Company at the close of business on 31st January, 1985 as the holders of the existing issued Ordinary Shares in the capital of the Company in the proportion as nearly as may be of two hundred and forty nine Ordinary Shares of £1 each for every one Ordinary Shares of £1 then registered in their names or as they may direct.

- (3) That the Directors be and they are hereby authorised for the purpose of Section 14 of the Companies Act 1980 to allot and issue up to 2,000 Ordinary Shares of £1 each pursuant to and in accordance with Paragraph (2) above and to allot and issue up to 100,000 Cumulative Preference Shares of £1 each during the period of five years from the date of passing this Resolution.
- (4) The Articles of Association contained in the document produced to the Meeting and signed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in place of the existing Articles of Association of the Company which shall be deemed to no longer apply.

Dated this 1st day of FEBRUARY 1985.

.....

Chairman.

THE COMPANIES ACTS 1948 TO 1983

ARTICLES OF ASSOCIATION

- of -

SUFFOLK NEWSPAPERS LIMITED

(Adopted by Special Resolution dated 1st February 1985)

HILL & PERKS

**SOLICITORS
HOLLAND COURT, THE CLOSE,
NORWICH NR1 4DX.**

[Handwritten signature]

THE COMPANIES ACTS 1948 TO 1983

ARTICLES OF ASSOCIATION

OF

SUFFOLK NEWSPAPERS LIMITED

(adopted by Special Resolution dated 1st February 1985)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part I of Table A in the First Schedule to the Companies Act 1948 (as modified by the provisions of the Companies Acts 1967 to 1983 and hereafter referred to as Table A) shall apply to the Company.

2. (a) 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.

(b) These Articles of Association and those regulations in Table A incorporated herein shall take effect subject to the requirements of the Companies Acts 1948 to 1983 as modified



or re-enacted from time to time, and of every other Act for the time being in force concerning joint stock companies and affecting the Company.

SHARES

3. (a) The authorised share capital of the Company at the date of adoption of this Article is £102,000 divided into 2,000 Ordinary Shares of £1 each and 100,000 Cumulative Preference Shares of £1 each
- (b) The Cumulative Preference Shares shall entitle the holders thereof in each year to the payment of a fixed cumulative preference dividend at the rate of One pound per share which shall be paid out of the profits of the Company and after payment of such dividend the profits of the Company which the Company may determine to distribute in any year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid-up on the Ordinary Shares held by them respectively
- (c) The holders of the Cumulative Preference Shares shall have the right to receive notice and to be present but no right to speak or to vote either in person or by proxy at any General Meeting by virtue of their holding of Cumulative Preference Shares.
- (d) On a winding up of the Company or a reduction of capital involving repayment to shareholders the holders of the Cumulative Preference shares

shall be entitled to receive by way of preferred distribution such amount as may have been originally subscribed in respect of the same and no more thereafter the Cumulative Preference Shares shall not entitle the holders thereof to participate in any further distribution

4. All unissued shares of any class shall before issue be offered for subscription to the then existing members of such classes in proportion as nearly as the circumstances will admit to the numbers of shares of such class in the Company held by them respectively. Each such offer shall be upon the same terms and shall be made by notice in writing specifying the number and subscription price of the shares offered and limiting a time (not being less than 28 days) within which the offer if not accepted by notice in writing to the Directors will be deemed to have been declined. At the expiration of that time any such shares not so accepted shall be re-offered in like manner and upon the same terms to those members who accepted all the shares previously offered to them, and such re-offering shall be repeated until such time as either all the relevant shares have been accepted or until all members shall have declined to accept any more of them. Any unissued shares not accepted upon any of the aforesaid offerings may be offered by the Directors for subscription by any person or persons but only upon the same terms as they were offered to the members pursuant to this Article. The provisions of this Article may be waived in any particular case if all the members give their consent in writing. Section 17(1) of the Companies Act 1980 shall

not apply to any allotment of shares in the Company.

5. The Shares shall be under the control of the Directors and, subject to the provisions of Article 4 hereof, the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

6. The general authority conferred by Article 5 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 date of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

7. The Directors shall be entitled under the general authority conferred by Article 5 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.

8. Subject to the provisions of Part III of the Companies Act 1981 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 45 or (as the case may be) Section 45 of the Companies Act 1981 of any of its

Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.

TRANSFER AND TRANSMISSION OF SHARES

9. Except in the case of partly paid up shares when the instrument of transfer shall be signed by or on behalf of both the transferor and the transferee, the provisions of the Stock Transfer Act 1963 or any statutory modification or re-enactment thereof for the time being in force shall apply to the execution of any instrument of transfer of a share, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. Regulation 22 of Table A shall not apply.

10. (a) If the employment of any member who is for the time being employed by the Company, any of its subsidiaries, any parent of the Company or any other subsidiary of such parent, shall cease for any reason whatsoever, or if the directorship of any member in the Company, or any other related company as aforesaid, be terminated for any reason whatsoever, then such member shall (if he has not already done so) be deemed to have given the Directors a transfer notice in respect of all the shares registered in his name and the provisions of (c) and (d) below shall apply.

(b) In the event of the bankruptcy or death of any member, the Directors may at any time thereafter give to such member or his legal personal representatives, as the case may be,

notice in writing requiring the shares held by him or them to be sold and transferred and forthwith such member or his legal personal representatives shall be deemed to have given the Directors a transfer notice in respect of all the shares registered in the name of such member and the provisions of (c) and (d) below shall apply.

- (c) Any member, other than Eastern Counties Newspapers Group Limited (Registered No. 19300) (hereinafter called "the Holding Company"), who intends to transfer or dispose of his shares or any interest therein (hereinafter called "the Vendor") shall give notice in writing (hereinafter called a "Transfer Notice") to the Directors of his intention specifying the number of shares which he wishes to transfer or dispose of as aforesaid. Such notice shall be deemed to constitute the Directors his agent for the sale of shares to the Holding Company at such price per share (hereinafter called "the Prescribed Price") as may be agreed upon between the Holding Company and the Vendor within twenty eight days of the date upon which the Transfer Notice shall have been served or deemed to have been served, or in default of such agreement such price per share as shall be certified in writing by the Auditors for the time being of the Company (hereinafter called "the Auditors") to be the net asset value of

each such share on the basis of either (i) the latest audited balance sheet of the Company after making such adjustments (if any) as the Auditors shall deem appropriate or (ii) in the event that either the member or his legal personal representatives (as the case may be) or the Holding Company or both so elect by notice(s) in writing to the Directors within twenty eight days of the date upon which the Transfer Notice shall have been served or deemed to have been served, an audited balance sheet of the Company to be drawn up as at the date upon which the Transfer Notice shall have been served or deemed to have been served (the costs of preparing such balance sheet to be borne by the party requiring it).

In the event that either the member or his legal personal representatives (as the case may be) or the Holding Company or both so elect by notice(s) in writing to the Directors within 28 days of the date upon which the Transfer Notice shall have been served or deemed to have been served, the Directors shall cause to be prepared independent professional valuations of such of the fixed assets included in the relevant audited balance sheet of the Company as shall be specified in such notice(s) (the costs of preparing such valuations to be borne by the Company) and the relevant audited balance sheet shall be adjusted for the

purposes of this Article by including the amounts of such valuations and by making such adjustments to reserves as the Auditors shall deem appropriate in their absolute discretion. In determining the net asset value of any shares in the capital of the Company no account shall be taken of any goodwill save to the extent (if any) that any goodwill arising on consolidation shall appear in the audited balance sheet of the Company but the valuation of any Ordinary Share in the Company shall proceed on the footing that each of the Ordinary Shares in the Company is of equal value and that the value of the aggregate Ordinary Shares issued is equal to the value of the Company's net assets including the said Cumulative Preference shares as a liability of the Company.

Subject to the provisions hereinbefore contained the Auditors shall be deemed to be acting as experts and not as arbitrators for the purposes of this Article and their decision on any matter made under the provisions of this Article shall be final and binding upon the parties. The provisions of the Arbitration Act 1950 or any statutory amendment thereof shall not apply. Save as otherwise provided in this Article, the fees of the Auditors shall be paid by the Company.

(d) Immediately upon the Prescribed Price being

agreed or certified as aforesaid, the Vendor and the Holding Company shall be bound, upon payment of the Prescribed Price, respectively to transfer and to accept a transfer of the shares to the Holding Company or its nominee, and if the Vendor makes default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may by resolution authorise some person (including a Director) to execute a transfer of such shares in favour of the Holding Company or its nominee, and may enter the name of the Holding Company or its nominee in the register of members as the holder by transfer of the said shares so purchased by it.

(e) Regulation 23 of Table A shall not apply.

Subject to the foregoing provisions of these Articles, Regulations 29 to 32 shall apply to the Company.

(f) The provisions of this Article may be waived in any particular case if all the holders of Ordinary Shares give their consent in writing and shall be deemed to have been waived in the event of a transfer pursuant to options granted in an Agreement dated 1st February 1985 between (1) Mr. J.R.Clark and Mr. W. Brown and (2)

Eastern Counties Newspapers Group Limited

GENERAL MEETINGS

11. Subject to the provisions of the Companies Acts 1948 to 1983, a resolution in writing signed by all the Members

of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a Director thereof or by its duly authorised representative. Regulation 73A of Table A shall not apply.

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

13. The Chairman of any general meeting of the Company shall in no circumstances be entitled to a second or casting vote. Regulation 60 of Table A shall not apply.

DIRECTORS

14. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. Regulation 75 of Table A shall be modified accordingly.

15. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of

attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company.

Regulation 76 of Table A shall not apply.

16. Any Director who by request perform special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

17. The Directors may exercise all the powers of the Company to borrow, to raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital, or any part thereof and to issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any holding company). Regulation 79 of Table A shall not apply.

18. 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 at a Meeting of the Directors in accordance with Section 199 of the Companies Act 1948. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in all transactions with such company or firm, shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided

that either the notice is given at a meeting of the Directors or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. Paragraph (1) of Regulation 84 of Table A shall not apply.

19. Subject to such disclosure as aforesaid, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

20. Each Director shall have power by writing under his hand to nominate (1) any other Director or (2) any person approved for that purpose by the other Directors, to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the 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. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the

appointor.

21. The Directors may grant retirement pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as a Managing Director or Manager or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of the Holding Company or of any predecessor in business of the Company, notwithstanding that he may be or may have been a Director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

22. At any time or from time to time either the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company or the Company in general meeting may appoint any person to be a Director or remove any Director from office. Any removal of a Director from office hereunder shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

23. The Directors shall have power at any time from time to time to appoint any person to be a Director either to

fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Article 24 hereof) hold office until he is removed pursuant to Article 22.

24. The office of a Director shall be vacated in any of the events following, namely:-

- (a) if he resign his office by writing under his hand left at the registered office or tendered at a meeting of the Directors ;
- (b) if he become of unsound mind or become bankrupt or compound with his creditors ;
- (c) if, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Directors for six consecutive months, and the Directors resolve that his office be vacated ;
- (d) if he be prohibited by law from being a Director ; or
- (e) if he cease to be a Director by virtue of the Companies Acts or be removed from office pursuant to these Articles.

25. Regulations 88 to 97 (inclusive) of Table A shall not apply.

26. The Chairman of any meeting of the Directors of the Company shall in no circumstances be entitled to a second or casting vote, and Regulation 98 of Table A shall be modified accordingly.

27. The quorum necessary for the transaction of the business of the Directors shall consist of not less than two directors at least one of whom shall be a Director nominated

by the Molding Company. Regulation 99 of Table A shall not apply.

28. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained the age of 70 years, nor need the age of any such person or Director or the fact that any such person or Director is over 70 be stated in any notice or resolution relating to his appointment or re-appointment nor shall it be necessary to give special notice under Section 185 of the Companies Act 1948 of any resolution appointing, re-appointing or approving the appointment of a Director.

29. The Directors may delegate any of their powers, authorities and discretions to committees consisting of such person or persons (whether a Director or Directors of the Company or not) as they think fit. Any committee so formed shall, in exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply. The Chairman of any meeting of a Committee shall in no circumstances be entitled to a second or casting vote and Regulation 104 of Table A shall be modified accordingly

30. A resolution in writing signed by all the Directors for the time being or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the

case of a body corporate which is a Director shall be sufficient if made by a Director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

31. The Directors may from time to time appoint one or more of their number to an executive office (including that of a Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply.

32. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply.

G

10

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in
this binding margin ↓Please complete legibly,
preferably in black type,
or bold block lettering.* delete if
inappropriate† delete as
appropriate

Note
This notice and a
printed copy of the
resolution authorising
the increase must be
forwarded to the Registrar
of Companies within
15 days after the passing
of the resolution

To the Registrar of Companies

For official use

Company number

- 3 7

1207531

Name of Company

SUFFOLK NEWSPAPERS

Limited *

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by
[ordinary] [extraordinary] [special] † resolution of the company dated 1st FEBRUARY 1985
the nominal capital of the company has been increased by the addition thereto of the sum
of £ 100 000 beyond the registered capital of £ 2.000

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

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
100000	CUMULATIVE PREFERENCE SHARES	£1-00

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

SEE SCHEDULE OVERLEAF

Please tick here if
continued overleafSigned _____ [Director] [Secretary] † Date 1st FEBRUARY 1985Presenter's name, address and
reference (if any):

HILL + PERKS
HOLLAND COURT
THE CLOSE
NORMICH
NR1 4DX
(Ref. 39.)

For official use
General section

Post room



The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued (continued)

1. The Cumulative Preference Shares shall entitle the holders thereof in each year to the payment of a fixed cumulative preference dividend at the rate of £1 per share which shall be paid out of the profits of the Company and after payment of such dividend the profits of the company which the company may be determined to distribute in any year shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.
2. The holders of the Cumulative Preference Shares shall have the right to receive notice and to be present but no right to speak or to vote either in person or by proxy at any general meeting by virtue of their holding of Cumulative Preference Shares.
3. On a winding up of the Company or reduction of capital involving repayment to shareholders the holders of the Cumulative Preference Shares shall be entitled to receive by way of preferred distribution such amount as may have been originally subscribed in respect of the same and no more, thereafter the Cumulative Preference Shares shall not entitle the holders thereof to participate in any further distribution.

A**THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

3Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies

For official use

40

*delete if
inappropriate

Name of company

SUFFOLK NEWSPAPERS Limited*		
-----------------------------	--	--

NotePlease read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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:

Company number Day Month

1207531	3	1	12
---------	---	---	----

†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	12
1	9	85

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

†delete as
appropriate

The company is a [subsidiary] [holding company] † of _____

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriate

Signed

A J Halsey

Director of

[Director] [Secretary] §Date 19/3/85

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

Mr A J Halsey
French Church Farm
Caistor Lane
Caistor St Edmunds
Norwich NR14 8QZ

For official use
Data punch

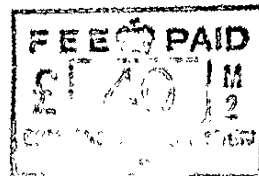
General section

Post room

CLASSIDATE
5 APR 1985
CRO

COMPANIES REGISTRY
CLASSIDATE
25 MAR 1985
5 APR 1985
OFFICE

COMPANY NO : 1207531 / 42



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SUFFOLK NEWSPAPERS LIMITED



Passed on the 23rd day of December 1985

At an Extraordinary General Meeting of the above Company duly convened and held at 8-9 Bevan Street, Lowestoft, Suffolk on the 23rd December 1985 the subjoined Resolution was duly passed as a Special Resolution : viz:-

RESOLUTION

That the name of the Company be changed to :

C. M. PUBLISHING LIMITED

VOK

Director - W Brown

Presented by : R Nicholls
(Secretary)

Lloyd
f50
782412

FILE COPY

43



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1207531

I hereby certify that

SUFFOLK NEWSPAPERS LIMITED

having by special resolution changed its name, is now
incorporated under the name of
C. M. PUBLISHING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 15TH JANUARY 1966

D. M. Williams
MRS. D. M. WILLIAMS
an authorised officer