

1295669

Form No. 41  
(No registration fee payable)

Number of }  
Company }

## THE COMPANIES ACTS 1948 to 1967

### Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

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

Insert the  
Name of the  
Company

THE LEISURE CIRCLE

LIMITED

Presented by

Presentor's Reference. 4/15

Mawby Barrie & Scott

12 Buckingham Street

London, WC2N 6DF

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.  
F22539

Companies 6C



I, SUSAN ANNABEL MARGARET FOGARTY

of 12 Buckingham Street London, WC2N 6DF

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

or  
A person named  
in the Articles of  
Association as a  
Director or  
Secretary.

Do solemnly and sincerely declare that I am (°) A Solicitor of the

Supreme Court engaged in the formation

of

The Leisure Circle 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 12 Buckingham Street  
Strand, London, WC2

the 29<sup>th</sup> day of December

one thousand nine hundred and

twenty six

Before me,

L. H. Reayli

A Commissioner for Oaths (b)

(b) Or Solicitor or  
Notary Public or  
Justice of the  
Peace as the case  
may be.

1295669

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Form PUC 1  
(Capital duty payable  
no registration fee)

Number of Company

**STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED  
WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948  
Pursuant to Part V of the Finance Act 1973**

Name of Company The Leisure Circle LIMITED

A Nominal capital\* Fifty thousand ordinary shares

B Nominal value of each share One pound

C Number and description of shares taken on incorporation\* Two Ordinary Shares

D Total amount payable on each† (including premium if any) One pound

E Amount paid or due and payable on each† One pound

F Total amount paid or due and payable in respect of C £ 2

G Capital duty payable on F at £1 per £100 or part of £100 £ 1

I hereby certify that the above particulars are correct in all respects.

Signed [Signature]

Description Solicitor engaged in formation

Date 29/12/76

\* Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

† If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:

Mawby Barrie & Scott  
12 Buckingham Street  
London, WC2N 6DF

For official use only:

Presentor's reference:

4/15



Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU a subsidiary of The Solicitors' Law  
Fiduciary Society Limited.

Companies 6

P21996,29-3-74

\*\*\*

Note.—This margin is reserved for binding, and must not be written across

6001 1.0

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

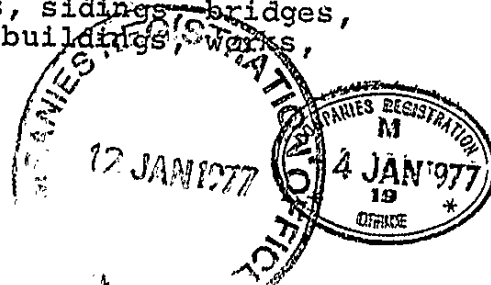
MEMORANDUM OF ASSOCIATION

of

THE LEISURE CIRCLE LIMITED

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1. The name of the Company is "THE LEISURE CIRCLE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on business as booksellers, printers, publishers and distributors, buyers, sellers, importers and exporters, merchants and dealers in books, records, tapes, radio and television and all other apparatus for recording events by sight and sound, electrical and electronic devices of every description, fancy goods, handicraft and merchandise of every description.
  - (B) To create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products referred to above.
  - (C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
  - (D) 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.-
  - (E) 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.

(F) To borrow or raise or secure the payment of money 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.

(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 and subject to such rights, powers, 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 assurance.

(H) 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, and to guarantee the obligations and contracts of any person or corporation.

(J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(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 or 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-purse 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, stock 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 of and guarantee the payment of the 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.

(S) 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.

(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 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.

(V) 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.

(W) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £50,000, divided into 50,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
--	---

*Susan A. H. Fugarty*  
(SUSAN A. H. FUGARTY)

12. BUCKINGHAM STREET  
LONDON WC2.  
(SOLICITOR)

One

*Peter J. Singer*  
(PETER J. SINGER)

A's above  
(Solicitor)

One

2

Dated this 29<sup>th</sup> December 1976

Witness to the above Signatures:-

*Barbara A. Macrae*

97. Queensgate,  
London.

S.W.7.

(Secretary)

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE LEISURE CIRCLE LIMITED

1295669 / 4.

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company. 11-

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

## DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than nine. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.

8. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

## BORROWING POWERS

9. 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.

## POWERS AND DUTIES OF DIRECTORS

10. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

## DISQUALIFICATION OF DIRECTORS

11. 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 ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

13. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

14. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of

*THE DIRECTOR APPOINTING HIM.*

NAMES, ADDRESSES AND DESCRIPTIONS OF WITNESSES

*Justin Fagan*  
(Justin A.D. Fagan)  
12 BUCKINGHAM STREET  
LONDON WC2.  
Solicitor

*Peter J. Singer*  
(PETER J. SINGER)  
As above  
Solicitor

---

Dated this 29<sup>th</sup> December 1976

Witness to the above Signatures:-

Barbara H. Mather,  
97, Queensgate,  
LONDON,  
S.W.7.

(Secretary).



## CERTIFICATE OF INCORPORATION

No. 1295669

I hereby certify that

**THE LEISURE CIRCLE LIMITED**

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

Given under my hand at Cardiff the

25TH JANUARY 1977

A handwritten signature in dark ink, appearing to read 'D. A. Pendlebury'.

D. A. PENDLEBURY  
*Assistant Registrar of Companies*

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF  
THE LEISURE CIRCLE LIMITED

(Passed on the 2nd day  
of May 1977)

At an EXTRAORDINARY GENERAL MEETING OF THE ABOVE named Company held at Gütersloh, Carl-Bertelsmann-Str. 270 on the second day of May 1977 the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

THAT the Articles of Association of the Company be altered as follows:

- (i) By inserting after the existing regulation 10 a new regulation 11 as follows:-

"POWER TO APPOINT SPECIAL DIRECTORS"

11(a) The Directors from time to time may appoint a person or persons who are not one of their body as Special Directors bearing any title which they may from time to time determine including, but without prejudice to the generality of the foregoing:-

Publishing Director

Finance Director

Member Service Director or

Marketing Director

upon such terms as they may think fit and subject to the terms of an agreement entered into in any particular case may revoke such appointment



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(b) On making such appointment the Directors may entrust to and confer upon such Special Directors so appointed such powers upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw or alter or vary all or any such powers.

(c) Such Special Directors shall not be Directors within the meaning of Section 455(1) of the "Companies Act 1948".

(ii) By renumbering the remaining regulations of the existing Articles of Association of the Company accordingly."

.....  
Chairman

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

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AMENDED ARTICLES OF ASSOCIATION

of

THE LEISURE CIRCLE LIMITED

(Amended pursuant to a Special Resolution of the  
Company duly passed on the second day of  
May, 1977)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 3,5,24,53,71,75,79,88,96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than nine. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.



No. 129 5669

13  
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF  
THE LEISURE CIRCLE LIMITED

(Passed on the 1st day of March 1979)

At an Extraordinary General Meeting of the above named Company  
held at Guetersloh Carl-Bertelsmann-Strasse 270 on the 1st  
day of March 1979 the following Resolution was passed as a  
SPECIAL RESOLUTION

RESOLUTION

"That the Capital of the Company be and is hereby increased  
from £50 000 in Shares of £1 each to £500 000 by the addition  
of £450 000 £1 Shares to rank pari passu in all respects."



No of Company ..... 129 5669 / 14 .....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... THE LEISURE CIRCLE ..... Limited\*

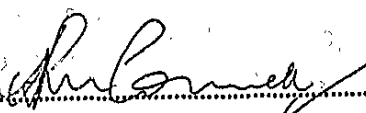
hereby gives you notice that by ~~ordinary~~/extraordinary/special\*\* resolution of the company dated the  
..... 1st March, 1979 ....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 450,000 ..... beyond the registered capital of £ 50,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
450,000	Ordinary	£1.00

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

Reck PA2 PA24

Signed.....  .....

State whether  
Director or Secretary..... Secretary .....

Date ..... 23rd April, 1979 .....

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

(see notes overleaf)

Presented by: The Leisure Circle Limited  
York House,  
Empire Way,  
Wembley, Middlesex. HA9 0PF

Presentor's reference: ASM/MEW/2.01



Form No. 10

Margin reserved for binding

8. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part 1.

#### BORROWING POWERS

9. 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.

#### POWERS AND DUTIES OF DIRECTORS

10. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

#### POWER TO APPOINT SPECIAL DIRECTORS

11. (a) The Directors from time to time may appoint a person or persons who are not one of their body as Special Directors bearing any title which they may from time to time determine including, but without prejudice to the generality of the foregoing:-

Publishing Director  
Finance Director  
Member Service Director or  
Marketing Director

Upon such terms as they may think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.

(b) On making such appointment the Directors may entrust to and confer upon such Special Directors so appointed such powers upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw or alter or vary all or any such powers.

(c) Such Special Directors shall not be Directors within the meaning of Section 455(1) of the "Companies Act 1948".

#### DISQUALIFICATION OF DIRECTORS

12. 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 ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

INDISTINCT ORIGINAL

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Director of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

INDISTINCT ORIGINAL

NO. 129 5669

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE LEISURE CIRCLE LIMITED

(Passed on the 23rd day of November, 1979)

At an Extraordinary General Meeting of the above named Company held at Guetersloh, Carl-Bertelsmann-Strasse, 270, on the 23rd day of November, 1979 the following Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

"That the Capital of the Company be and is hereby increased from £500,000 in Shares of £1.00 each to £1,000,000 by the addition of £500,000 £1.00 Shares to rank pari passu in all respects."



No. of Company..... 129 5669

**THE COMPANIES ACTS 1948 to 1976****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

**THE LEISURE CIRCLE**

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a special resolution of the Company dated the 23rd day of November 19 79 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 500,000 beyond the registered capital of £ 500,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
500,000	Ordinary	£1.00

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:—

Signature ..... *[Signature]* .....State whether Director } Secretary .....  
or Secretary }

Dated the 30th day of November 19 79

Presented by The Leisure Circle Limited,  
York House,  
Empire Way,  
Wembley, Middlesex. HA9 0PF.

Presenter's Reference ASM/MEH/2.01



(see notes overleaf)

129 5669

# Arthur Andersen & Co.

Chartered Accountants

1 Surrey Street · London WC2R 2PS

Telephone: 01-836 1200 Direct Line: 01-438 3287

Telex: 8812711 Facsimile: 01-831 1133

Our Ref mh/8368

Your Ref

6 May 1987

The Company Secretary  
The Leisure Circle Limited (Company No. 129 5669)  
York House  
Empire Way  
Wembley  
Middlesex HA9 0PF

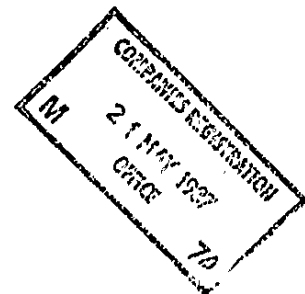
Dear Sir,

As requested, we hereby submit our resignation as auditor of The Leisure Circle Limited and Leisure Circle Partnership with effect from 5 May 1987.

- As required by section 390 (2) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of members or the creditors of the company or partnership.

Yours faithfully,

*Arthur Andersen & Co*



Offices in: London Aberdeen Birmingham Bristol Cambridge Cardiff Edinburgh Glasgow Leeds Liverpool Manchester Newcastle Upon Tyne  
Nottingham Preston Reading St. Helier  
A list of partners is available at 1 Surrey Street London WC2R 2PS (principal place of business)

Associated with Arthur Andersen & Co in: Argentina Australia Austria Bahrain Belgium Bermuda Brazil Canada Colombia Denmark  
Ecuador Egypt Finland France W. Germany Greece Guatemala Hong Kong India I.O.M. Ireland Italy Ivory Coast Japan Jordan Luxembourg  
Malaysia Mexico The Netherlands Nicaragua Nigeria Norway Oman Peru Portugal Puerto Rico Saudi Arabia Singapore South Africa Spain  
Sweden Switzerland Turkey U.A.E. U.S.A. Venezuela