

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER: 1320520

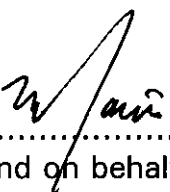
**WRITTEN RESOLUTION OF BUPA WORLDWIDE MEDIA
SERVICES LIMITED**

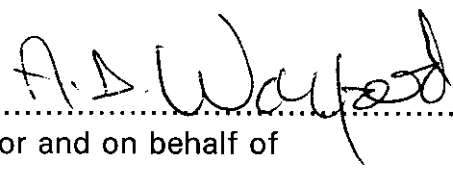
We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution pursuant to Section 381A of the Companies Act 1985 (as amended) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTION

Amendment of the Articles of Association

That the Articles of Association of the Company be amended by deleting regulations 65 to 69 inclusive from the list of Table A regulations which do not apply to the Company in Clause 2 of the Articles of Association.


.....
For and on behalf of
BUPA Investments Limited


.....
For and on behalf of
The British United Provident
Association Limited

Dated this 1st day of MAY 2003



COMPANIES ACT 1985
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BUPA WORLDWIDE MEDIA SERVICES LIMITED

(As adopted by Special Resolution on 27th October 1992 and amended by Special Resolutions on 12th June 1996, 27th June 1996 and 1st May 2003)

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 (the "Act"), as in force at the date of the adoption of these articles ("Table A"), shall apply to the Company.
2. The following provisions of Table shall not apply to the Company - regulation 64; regulations 72 to 80 inclusive; Regulation 84; the last sentence of regulations 88 and 89 respectively; regulations 90 and 91; the semi-colon and the words, ";but a resolution in that capacity" in regulation 93; regulations 94 to 98 inclusive; and regulates 117.

SHARES

3. The share capital of the Company is £72,000 divided into 72,000 Ordinary Shares of £1 each.

4. Subject to the provisions of the Act relating to authority, pre-emption rights and otherwise and any of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors and they may (subject as aforesaid) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they think fit.

TRANSFER OF SHARES

5. In regulation 24 of Table A the first sentence shall be excluded. In the second sentence the words: "They may also" shall be excluded and replaced by "The directors may".

INTERESTS OF DIRECTORS

6. A director may enter into any contract or arrangement or dealing with the Company and may accept office as a director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall not be in any way whatsoever accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act (with which Section he shall comply in any event) he may vote and be counted in a quorum at meetings of the directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising out of it.

DIRECTORS

7. (1) The minimum number of directors of the Company shall be two. The British United Provident Association Limited ("BUPA") may from time to time increase or reduce the number of directors by writing, signed by one Governor and countersigned by the Secretary of BUPA or by another Governor thereof or by some other person appointed by its board for the purpose.
- (2) BUPA may from time to time and at any time appoint any person or persons to be a director or directors and may at any time remove any director whether appointed under this regulation or otherwise.
- (3) BUPA may from time to time appoint any director to an executive office (including that of executive director, manager or other salaried office) for such period and upon such terms as it thinks fit.
- (4) Every director appointed to an executive office as aforesaid may subject to the provisions of any contract between himself and BUPA, be liable to be dismissed or removed from such office by BUPA.
- (5) The directors may from time to time entrust and confer upon any committee of one or more directors, executive director, *manager or any other executive officer as aforesaid* all or any of the powers of the directors (except the power to borrow money) as they may think fit. But the delegation of all such power to any committee of one or more directors, executive director, manager or other officer shall be subject to such regulations and restrictions as the directors may from time to time make and

impose and the said power may at any time be withdrawn, revoked or varied.

- (6) Every appointment or removal made under paragraphs (2) and (3) above must be in writing, signed by a Governor and countersigned by the Secretary of BUPA or by another Governor of BUPA or by some other person appointed by its board for the purpose.
- (7) A director appointed under paragraph (2) above (whether he holds executive office or not) shall received such remuneration (whether by way of salary or otherwise) as BUPA may determine. The directors may be paid all travelling, hotel and other expenses properly incurred by them attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.
- (8) All references in Table A to retirement by rotation shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

- 8 The office of director shall be vacated if the director shall be removed from office pursuant to regulations 7(2) or 7(4) above.

PROCEEDINGS OF DIRECTORS

- 9. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by

each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly. The meeting shall be deemed to take place where the Chairman of the meeting is present unless the directors resolve otherwise.

10. BUPA may appoint a chairman of the meetings of the board and determine the period for which he is to hold office; but if no such chairman is so appointed, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

WINDING UP

11. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, convey, assign or transfer to BUPA specie or kind the whole or any part of the assets of the Company. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
12. After regulation 118 of Table A there shall be added "(2) Subject to the provisions of the Act, BUPA at its sole discretion may purchase and maintain for any direct, officer or auditor, insurance against such liability."

A.D. Wayford

SECRETARY

1 MAY 2003