



Please do not
write in this
binding margin



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

*Insert full name
of Company

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No. 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1553005/1

Name of Company

A.S.I. (RESEARCH) LIMITED

I, MADSEN PIRIE

of 50 WESTMINSTER MANSIONS, LITTLE SMITH STREET,
LONDON SW1

do solemnly and sincerely declare that I am ~~a person named as Director of the company~~
~~in the statement delivered under section 21 of the companies Act 1976~~
of *

A.S.I. (RESEARCH) LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 22 Great Smith Street
London SW1

the tenth day of February

One thousand nine hundred and eighty one

before me S. S. Ward
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

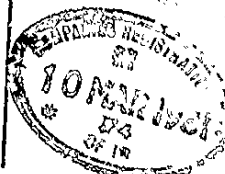
Madsen Pirie

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

Blick Rothenberg & Noble
7 Fitzroy Square London W1P 6AS

For official use
New companies section

Post room



The Companies Acts, 1948 to 1980.

COMPANY LIMITED BY SHARES

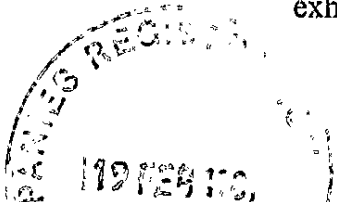
1553005/3

Memorandum of Association

OF

A. S. I. (RESEARCH) LIMITED

1. The name of the Company is:— "A. S. I. (Research) 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 the business of publishers agent, publisher printer, engraver book and print seller, photographer, designer and to engage in all forms of publishing activities including artwork designing photographic modelling consultancy literary agency manufacturer and distributor, importer and exporter of and dealer in engravings prints, picture books, drawings, newspapers, magazines, films, television programmes and cassettes and to carry on all or any of such businesses whether as principal or agent or through any other person, firm or company.
 2. To provide for the holding of seminars, lectures, exhibitions, public meetings, classes and conferences.



- (B) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein.
- (D) To erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.
- (E) 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 any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any copyrights, patents, licences, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertakings, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other Company.
- (H) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (I) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.

- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm, or Company, carrying on a business having objects similar or complementary to those of the Company or any of them.
- (K) 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 charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire, and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (O) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (P) To pay out of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (Q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (R) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (S) To distribute any property of the Company in specie among the members in accordance with their rights.
- (T) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (U) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub clauses shall be construed independently of and distinct from each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect or dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges whether qualified or not attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

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
DR MADSEN PIRIE 50 WESTMINSTER MANSIONS. LITTLE SMITH STREET LONDON SW1. COMPANY DIRECTOR. <i>Madsen Pirie</i>	ONE ✓
DR EAMONN BUTLER. 50 WESTMINSTER MANSIONS LITTLE SMITH STREET LONDON SW1 COMPANY DIRECTOR <i>Eamonn Butler</i>	ONE ✓

Dated the 10th day of February 1981.

Witness to the above Signatures :-

S. S. Ward
NAME S. S. WARD
ADDRESS 22 Great Smith Street
LONDON SW1
OCCUPATION Solicitor

1553005/4

The Companies Acts, 1948 to 1980

COMPANY LIMITED BY SHARES

Articles of Association

OF

A. S. I. (RESEARCH) LIMITED ✓

PRELIMINARY

1. The regulations contained in Table A, in the first Schedule to the Companies Act, 1948 as amended by the Companies Acts, 1967 to 1980 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles so far as such exclusion or variation is consistent with statutory requirements. ✓
2. Clauses 24, 53, 75, 79, 88, 99 and 106 of Table A, shall not apply to the Company, Clause 11 of Table A, shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained and the remaining clauses of Table A, shall constitute the regulations of the Company.
3. The Company is a private company within the meaning of Section 28 of the Companies Act, 1948. ✓

SHARES

4. The Shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Subject to Clause 6 of Part I Table A, the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company but the commission may not exceed ten per cent, of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles otherwise provided be entitled to treat the registered holder of any share as the absolute owner thereof and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

DIRECTORS

6. Until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than five but may be one.

7. The office of a Director shall be vacated:—

- (a) If he becomes bankrupt, or compounds with his creditors; or
- (b) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act, 1948; or
- (c) If he is found lunatic, or becomes of unsound mind; or
- (d) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office; or

- (e) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time ; or
- (f) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification (if any).

8. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

9. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

10. 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.

SECRETARY

11. Subject to the provisions of Clauses 110 and 111 of Part I of Table A, the Company shall appoint as Secretary such person as shall be determined by the Directors. In the event of the office of Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

Names, Addresses and Descriptions of Subscribers

DR MADSEN PIRIE
50 WESTMINSTER MANSIONS
LITTLE SMITH STREET
LONDON SW1
COMPANY DIRECTOR.

x Madsen Pirie ✓

DR EAMONN BUTLER
50 WESTMINSTER MANSIONS.
LITTLE SMITH STREET
LONDON SW1
COMPANY DIRECTOR.

x Eamonn Butler ✓

Dated the 10th day of February 1981.

Witness to the above Signatures :-

NAME J. S. WARD

ADDRESS 22 Great Smith Street London SW1

DESCRIPTION

Solicitor, ✓

J. S. Ward.

G**THE COMPANIES ACTS 1948 TO 1976****Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

Company number

1553005/5

Name of Company

A.S.I. (RESEARCH)

Limited*

* delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

7 FITZROY SQUARE LONDON W1P 6AS

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below☐If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement☐Presenter's name, address and
reference (if any):For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	MADSEN PIRIE	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	50 WESTMINSTER MANSIONS LITTLE SMITH STREET LONDON SW1	Date of birth (where applicable) (note 6)	Aug. 24th 1940
Particulars of other directorships (note 5)			
Intermense Ltd			
Mensa Administration Ltd			
Mensa International Ltd			
I hereby consent to act as director of the company named on page 1			
Signature		Date Feb 10th 1981	

Name (note 2)	EAMONN BUTLER	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	50 WESTMINSTER MANSIONS LITTLE SMITH STREET LONDON SW1	Date of birth (where applicable) (note 6)	3 January 1952
Particulars of other directorships (note 5)			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10 Feb 1981	


Name (note 2)	STUART BUTLER	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality	BRITISH
Address (note 4)	50 WESTMINSTER MANSIONS LITTLE SMITH STREET LONDON SW1	Date of birth (where applicable) (note 6)	July 21st 1947
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10-2-81	

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

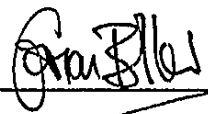
Name (notes 2 & 7)	EAMONN BUTLER	
Former name(s) (note 3)	-	
Address (notes 4 & 7)	50 WESTMINSTER MANSIONS LITTLE SMITH STREET LONDON SW1	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 10 Feb 1981

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature	Date	

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature x  x [Subscriber] [Agent]† Date 10 Feb 1981

Signature x  x [Subscriber] [Agent]† Date Feb. 10th 1981

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of change of directors or secretaries or in their particulars

Continuation sheet No. _____
to Form No. 9b

Company number

1553005

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

Name of Company

A.S.I. (RESEARCH)

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	ROBERT BEE	Business occupation	COMPANY DIRECTOR
Former name(s) (note 3)	-	Nationality	AMERICAN
Address (note 4)	LONDON INTERSTATE BANK LIMITED BASTION HOUSE, 140 LONDON WALL LONDON EC2.	Date of birth (where applicable) (note 6)	4 Mar 1925 ✓
I hereby consent to act as director of the company named above			
Signature	<i>Robert Bee</i>		Date 10 Feb 1981

Particulars of other directorships

London Interstate Bank Ltd.
London Interstate Finance Ltd.

† delete if
inappropriate

continued overleaf †

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1553005

I hereby certify that

A.S.I. (RESEARCH) LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 26TH MARCH 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1981

A

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

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

8

1,553,005

Name of company

A.S.I. (RESEARCH) Limited*

*delete if inappropriate

Note

Please 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:

Day Month

3 0 0 9

†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 0 0 9 1 9 8 4

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:

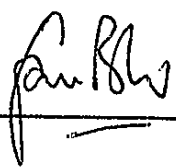
The company is a [subsidiary] [holding company]† of

N/A

, company number

the accounting reference date of which is

Signed



[Director] [Secretary] †Date

28 / 3 / 84

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

JRW FORDHAM
33 RINGIER AVENUE,
LONDON
SW6 5LP

0166 / JRWF

For official use

General section

Post room



No. 1553005

THE COMPANIES ACT 1985
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

A.S.I. (RESEARCH) LIMITED

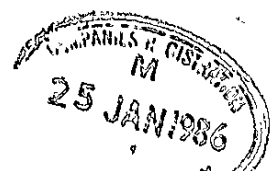
(Passed on 9 January 1986)

By a Resolution in writing made in accordance with the Articles of Association of the Company on the date specified above, the following Resolution was duly passed as a Special Resolution of the Company:-

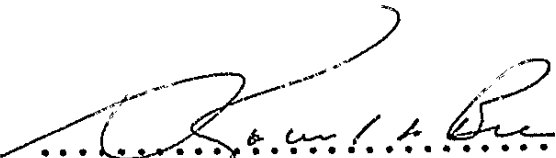
RESOLUTION

IT IS RESOLVED:-

- (1) That the Memorandum of Association of the Company be amended by the deletion of clause 3 thereof and the substitution therefor of the clause 3 of the Memorandum of Association set out in the document annexed which is, for purposes of identification, initialled by the Chairman.
- (2) That there be adopted as the Articles of Association of the Company the regulations set out in the document



annexed (which is for purposes of identification,
initialled by the Chairman) in substitution for the
existing Articles of Association of the Company.


.....
CHAIRMAN

16

THE COMPANIES ACT 1985
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

A.S.I. (RESEARCH) LIMITED

1. The name of the Company is "A.S.I. (RESEARCH) LIMITED"
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are follows:-
 - (1) To carry on all or any of the business of publisher, printer, engraver book and print seller, photographer and designer and to engage in all forms of publishing activities including artwork, designing, photographic modelling, consultancy, literary agency, manufacturer and distributor, importer and exporter of and dealer in engravings prints, picture books, drawings, newspapers, magazines, films, television programmes and cassettes and to carry on all or any of such businesses whether as principal or agent or through any other person, firm or company.
 - (2) To provide for the holding of seminars, lectures, exhibitions, public meetings, classes and conferences.
 - (3) To make donations to any charitable body or institution (including any company of which the Company is a subsidiary) upon such terms as the Directors may approve.
 - (4) To act as agents for and to enter agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient.

- (5) To negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof.
- (6) Participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations, either on the Company's own account or otherwise.
- (7) To carry on any other trade activity or business whatsoever and to do any thing of any nature which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company or which may directly or indirectly benefit the Company.
- (8) To purchase or sell, take or let on lease, take or give in exchange or on hire or otherwise acquire and hold for any estate or interest 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.
- (9) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such persons, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (10) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Company or any of them and to apply for, promote and obtain any statute, order, regulation, contract, decree, right, privilege, concession, licence or authorisation from any such Government or authority or from any department thereof for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purposes which may seem expedient and to carry out, exercise and comply with the same.
- (11) 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 persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.

- (12) To receive money on deposit or loan upon such terms as the Directors may approve.
- (13) To make advances with or without security, and upon such terms as the Directors may approve.
- (14) To enter into or accept any guarantee or indemnity and to 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 contracts or other obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company having objects or engaged or intending to engage in business similar to those of the Company and any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in its business.
- (15) To employ servants agents independent contractors and others and to remunerate any person, firm or company for services rendered or to be rendered to the Company.
- (16) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions 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

- (17) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (18) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking having objects altogether or in part similar to those of the Company on carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (19) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (20) To grant pensions, allowances, gratuities and bonuses to Directors and other officers, ex-officers, employees or ex-employees of the Company or of any subsidiary or allied company or of the predecessors in business thereof or the widows, 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 widows, 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 any subsidiary or allied company, or the directors and other officers or employees thereof, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or any subsidiary or allied company or the directors and other officers or employees thereof.

- (21) To invest and deal with any 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 the Directors may approve.
- (22) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (23) To amalgamate with any other company or companies.
- (24) To sell or dispose of the undertaking, property and assets of the Company or any part or parts thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (25) To distribute any of the Company's property among the Members in specie, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (26) To do all or any of the above things in any part of the world 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.
- (27) To remunerate any person, firm, or company rendering services to the Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (28) To pay the costs, charges and expenses in connection with the formation, promotion and incorporation of the

Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of the Company, and generally to pay all preliminary expenses whatever incurred in relation to the Company.

(29) To procure the Company to be registered or recognised in any part of the world.

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

IT IS HEREBY EXPRESSLY DECLARED that the objects specified in each sub-clause of this clause shall be regarded as independent objects and accordingly shall be in no way limited or restricted (except when otherwise expressed in such sub-clause) by reference to or inference from the terms of these sub-clauses, or the name of the Company and none of these sub-clauses shall be deemed merely as powers of the Company or subsidiary or auxiliary to any other objects mentioned herein but may be carried out and construed in as wide a sense as if each of the said sub-clauses 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.

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference whether in respect or dividend voting or other matters and or conditions as to capital or any other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine but so that any preferential or special rights or privileges whether qualified or not attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of part I of Table A in the first Schedule to the Companies Act 1948.

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
-----------------------------------------------------	-------------------------------------------------

DR. MADSEN PIRIE 50 Westminster Mansions Little Smith Street LONDON SW1	ONE
----------------------------------------------------------------------------------	-----

COMPANY DIRECTOR

DR. EAMONN BUTLER 50 Westminster Mansions Little Smith Street LONDON SW1	ONE
-----------------------------------------------------------------------------------	-----

COMPANY DIRECTOR

DATED this 10th day of February 1981

WITNESS to the above signatures:

J.J. WARD
22 Great Smith Street,
LONDON, S.W.1.

Solicitor

JS

THE COMPANIES ACT 1985
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

A.S.I. (RESEARCH) LIMITED

PRELIMINARY

1. In these Articles "Table A" means the Regulations contained in The Companies (Tables A to F) Regulations 1985.

2. Any reference to any Act in these Articles shall be deemed to include a reference to any statutory modification or re-enactment thereof for the time being in force.

3. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. The Regulations of Table A numbered 8, 23, 24, 35, 65-70 inclusive, 73-77 inclusive, 81, 94-97 inclusive and 115 shall not apply to the Company.

4. The Company is a Private Company and no shares in the Company shall be issued at a discount and no offer or invitation to the public to subscribe for any share in or debentures of the Company shall be made.

SHARES

5. The capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

6. (a) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the Directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from from the date of incorporation.

(b) Any shares which the Directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the Company in General Meeting, be dealt with by the Directors, who 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 for a period not exceeding five years from the date of such consent.

(c) Accordingly, sub-section (1) of Section 89 and Section 90 of the Companies Act 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

7. Subject to the provisions of the Companies Act 1985:-

(a) the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;

(b) any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption or out of the capital of the Company; and

(c) any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of the Companies Act 1985.

PURCHASE OF COMPANY'S SHARES

8. Subject to the provisions of the Companies Act 1985:-

(a) the Company may purchase its own shares (including any redeemable shares) and enter into a contingent purchase contract for the purchase of its shares; and

(b) any purchase by the Company of its own shares may be made out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

9. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's

whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor, 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. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.

11. 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.

12. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and all notices of a General Meeting shall also be sent to the Directors and the Auditor of the Company for the time being.

14. If at an adjourned meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

15. One member having the right to vote at the meeting may demand a poll and Regulation 46 of Table A shall be modified accordingly.

16. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

DIRECTORS

17. If and so long as the number of Directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose, and Regulation 90 shall be modified accordingly.

18. A Director shall not require any shareholding qualification.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

20. Subject to such disclosure as is required by Section 317 of the Companies Act 1985 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration.

ALTERNATE DIRECTORS

21. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.

22. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director except by agreement with the Director whom he represents. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

23. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate

Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

24. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a Meeting of the Directors.

25. An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

26. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum.

REMOVAL, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

27. (a) A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the Directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

(b) The office of Director shall be vacated:

- (i) if he resigns his office by notice in writing to the Company; or
- (ii) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (iii) if he becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 inclusive of the Companies Act 1985; or
- (iv) if he becomes of unsound mind; or
- (v) if he is otherwise duly removed from office.

28. (a) No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age and Section 293 of the Companies Act 1985 shall not apply to the Company.

(b) The Directors shall not be subject to retirement from office by rotation.

(c) A Director who retires at an annual general meeting may be re-appointed.

NOTICES

29. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

30. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DR. MADSEN PIRIE
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DR. EAMONN BUTLER
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DATED this day of 198

WITNESS to the above signatures:

No.

THE COMPANIES ACT 1985
THE COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

M E M O R A N D U M

and

ARTICLES OF ASSOCIATION

- of -

A.S.I. (RESEARCH) LIMITED

(A Private Company adopting
Table A with modifications)

Incorporated the day of
198 .

FARRER & CO.,
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH.

No. 1553005

THE COMPANIES ACT 1985

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

M E M O R A N D U M

and

ARTICLES OF ASSOCIATION


- of -

A. S. I. (RESEARCH) LIMITED

(A Private Company adopting Table A with
modifications)

Incorporated the 26th day of March 1981.

FARRER & CO.,
66 Lincoln's Inn Fields,
LONDON, WC2A 3LE.



THE COMPANIES ACT 1935
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

A.S.I. (RESEARCH) LIMITED

1. The name of the Company is "A.S.I. (RESEARCH) LIMITED"
2. The registered office of the Company will be situated in England.
- * 3. The objects for which the Company is established are follows:-
 - (1) To carry on all or any of the business of publisher, printer, engraver book and print seller, photographer and designer and to engage in all forms of publishing activities including artwork, designing, photographic modelling, consultancy, literary agency, manufacturer and distributor, importer and exporter of and dealer in engravings prints, picture books, drawings, newspapers, magazines, films, television programmes and cassettes and to carry on all or any of such businesses whether as principal or agent or through any other person, firm or company.
 - (2) To provide for the holding of seminars, lectures, exhibitions, public meetings, classes and conferences.
 - (3) To make donations to any charitable body or institution (including any company of which the Company is a subsidiary) upon such terms as the Directors may approve.
 - (4) To act as agents for and to enter agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient.

- * The Company amended Clause 3 of its Memorandum of Association by Special Resolution passed 9th January 1986

- (5) To negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof.
- (6) Participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations, either on the Company's own account or otherwise.
- (7) To carry on any other trade activity or business whatsoever and to do any thing of any nature which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company or which may directly or indirectly benefit the Company.
- (8) To purchase or sell, take or let on lease, take or give in exchange or on hire or otherwise acquire and hold for any estate or interest 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.
- (9) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such persons, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (10) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Company or any of them and to apply for, promote and obtain any statute, order, regulation, contract, decree, right, privilege, concession, licence or authorisation from any such Government or authority or from any department thereof for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purposes which may seem expedient and to carry out, exercise and comply with the same.
- (11) 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 persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.

- (12) To receive money on deposit or loan upon such terms as the Directors may approve.
- (13) To make advances with or without security, and upon such terms as the Directors may approve.
- (14) To enter into or accept any guarantee or indemnity and to 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 contracts or other obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company having contracts or engaged or intending to engage in business similar to those of the Company and any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in its business.
- (15) To employ servants agents independent contractors and others and to remunerate any person, firm or company for services rendered or to be rendered to the Company.
- (16) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions 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

- (17) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (18) To subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking having objects altogether or in part similar to those of the Company on carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (19) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (20) To grant pensions, allowances, gratuities and bonuses to Directors and other officers, ex-officers, employees or ex-employees of the Company or of any subsidiary or allied company or of the predecessors in business thereof or the widows, 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 widows, 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 any subsidiary or allied company, or the directors and other officers or employees thereof, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or any subsidiary or allied company or the directors and other officers or employees thereof.

- (21) To invest and deal with any 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 the Directors may approve.
- (22) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (23) To amalgamate with any other company or companies.
- (24) To sell or dispose of the undertaking, property and assets of the Company or any part or parts thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (25) To distribute any of the Company's property among the Members in specie, and in particular any shares, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (26) To do all or any of the above things in any part of the world 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.
- (27) To remunerate any person, firm, or company rendering services to the Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (28) To pay the costs, charges and expenses in connection with the formation, promotion and incorporation of the

Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of the Company, and generally to pay all preliminary expenses whatever incurred in relation to the Company.

- (29) To procure the Company to be registered or recognised in any part of the world.
- (30) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY EXPRESSLY DECLARED that the objects specified in each sub-clause of this clause shall be regarded as independent objects and accordingly shall be in no way limited or restricted (except where otherwise expressed in such sub-clause) by reference to or inference from the terms of these sub-clauses, or the name of the Company and none of these sub-clauses shall be deemed merely as powers of the Company or subsidiary or auxiliary to any other objects mentioned herein but may be carried out and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

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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

DR. MADSEN PIRIE
50 Westminster Mansions
Little Smith Street
LONDON SW1

ONE

COMPANY DIRECTOR

DR. EAMONN BUTLER
50 Westminster Mansions
Little Smith Street
LONDON SW1

ONE

COMPANY DIRECTOR

DATED this 10th day of February 1981

WITNESS to the above signatures:

J.J. WARD
22 Great Smith Street,
LONDON, S.W.1.

Solicitor

THE COMPANIES ACT 1985
THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

* ARTICLES OF ASSOCIATION

- of -

A.S.I. (RESEARCH) LIMITED

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3. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. The Regulations of Table A numbered 8, 23, 24, 35, 65-70 inclusive, 73-77 inclusive, 81, 94-97 inclusive and 115 shall not apply to the Company.

4. The Company is a Private Company and no shares in the Company shall be issued at a discount and no offer or invitation to the public to subscribe for any share in or debentures of the Company shall be made.

SHARES

5. The capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

6. (a) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the Directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from from the date of incorporation.

* The Company adopted these Articles of Association by Special Resolution passed 9th January 1986

(b) Any shares which the Directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the Company in General Meeting, be dealt with by the Directors, who 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 for a period not exceeding five years from the date of such consent.

(c) Accordingly, sub-section (1) of Section 89 and Section 90 of the Companies Act 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

7. Subject to the provisions of the Companies Act 1985:-

(a) the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;

(b) any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption or out of the capital of the Company; and

(c) any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of the Companies Act 1985.

PURCHASE OF COMPANY'S SHARES

8. Subject to the provisions of the Companies Act 1985:-

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(b) any purchase by the Company of its own shares may be made out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

9. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's

whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor, 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. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.

11. 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.

12. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and all notices of a General Meeting shall also be sent to the Directors and the Auditor of the Company for the time being.

14. If at an adjourned meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

15. One member having the right to vote at the meeting may demand a poll and Regulation 46 of Table A shall be modified accordingly.

16. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

DIRECTORS

17. If and so long as the number of Directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose, and Regulation 90 shall be modified accordingly.

18. A Director shall not require any shareholding qualification.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

20. Subject to such disclosure as is required by Section 317 of the Companies Act 1985 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration.

ALTERNATE DIRECTORS

21. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.

22. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate Director except by agreement with the Director whom he represents. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

23. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate

Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

24. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a Meeting of the Directors.

25. An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

26. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum.

REMOVAL, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

27. (a) A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the Directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

(b) The office of Director shall be vacated:

- (i) if he resigns his office by notice in writing to the Company; or
- (ii) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iii) if he becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 inclusive of the Companies Act 1985; or

(iv) if he becomes of unsound mind; or

(v) if he is otherwise duly removed from office.

28. (a) No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age and Section 293 of the Companies Act 1985 shall not apply to the Company.

(b) The Directors shall not be subject to retirement from office by rotation.

(c) A Director who retires at an annual general meeting may be re-appointed.

NOTICES

29. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

30. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DR. MADSEN PIRIE
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DR. EAMONN BUTLER
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DATED this 10th day of February 1981.

WITNESS to the above signatures:

J.J. WARD
22 Great Smith Street
LONDON S.W.1.

Solicitor

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DR. MADSEN PIRIE
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DR. EAMONN BUTLER
50 Westminster Mansions
Little Smith Street
LONDON SW1

COMPANY DIRECTOR

DATED this day of 198

WITNESS to the above signatures:

No. 1553005

THE COMPANIES ACT 1985
THE COMPANIES ACT 1948 to 1930

COMPANY LIMITED BY SHARES

M E M O R A N D U M
and
ARTICLES OF ASSOCIATION
- of -

A.S.I. (RESEARCH) LIMITED
(A Private Company adopting
Table A with modifications)

Incorporated the 26th day of
March 1981.

FARRER & CO.,
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH.