

1833521

3743F18/DOCS/PC9

Company No. 1833521

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
THREE X COMMUNICATION LIMITED

Passed the 18th day of January 1990

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

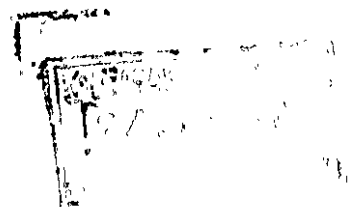
RESOLUTION

THAT the Articles of Association, a copy of which is produced to the meeting and initialled for the purpose of identification by the Chairman, be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.



.....

Chairman



sent

(A:3743F05.DOCS.PC8)

(SUBSIDIARY COMPANY)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THREE X COMMUNICATION LIMITED

(Adopted by Special Resolution passed 18th January 1990)

PRELIMINARY

1. The Regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall apply to the Company save insofar as they are excluded or varied hereby and with these Articles shall constitute the Articles of Association of the Company.
2. References in these Articles to "the Act" means the Companies Act 1985. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Table A. Regulations 24, 41, 64, 73 to 80 inclusive, 90 and 95 shall not apply to the Company.

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £120,000 divided into 50,000 Ordinary

Shares of £1 each, and 60,000 Preference Shares of £1 each.

4. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years after the date of adoption of these Articles to allot or otherwise dispose of relevant securities (as defined in the said section 80) up to the amount of the share capital of the Company at the date of adoption of these Articles to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any relevant securities (as defined) an option to require the Company to allot to him or his nominees any further relevant securities in the Company at not less than par. In accordance with section 91(1) of the Act section 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
5. Subject to the provisions of Part V Chapter VII of the Act the Company may:-
 - 5.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
 - 5.2 purchase its own shares (including any redeemable shares);
 - 5.3 make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by the Act.

6. The lien conferred by Regulation 8 shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER AND TRANSMISSION OF SHARES

7. 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.

GENERAL MEETINGS

8. The sentence "Signatures in the case of a body corporate which is a member shall be sufficient if made by a director thereof on its behalf." Shall be deemed to have been added at the end of Regulation 53.
9. Every notice convening a General Meeting of the Company shall comply with the provisions of Section 372(3) of the Act and shall give information to Members in respect of their right to appoint proxies.

DIRECTORS

10. Until otherwise determined by the Company by an ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than one.
11. When one Director only is in office, he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are by these Articles conferred on the Board of Directors.

12. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

BORROWING POWERS

13. 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 subject to section 80 of the Act (in the case of any relevant securities as defined in the said section) 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 PROCEEDINGS OF DIRECTORS

14. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in a General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
15. A Director who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Company shall declare the nature of his interest in a manner required by section 317 of the Act. A Director who

has declared the nature of his interest in such a contract or proposed contract shall be entitled to vote in respect of that contract or proposed contract and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee at which the vote is taken.

16. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
18. No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed as the case may be as a

Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as Director. Section 293 of the Act shall not apply to the Company.

ASSOCIATE, SPECIAL OR LOCAL DIRECTORS

19. The Directors may from time to time by resolution appoint any person (not being a Director) to be an Associate, Special or Local Director of the Company on such terms as they shall in their absolute discretion think fit, and may, at the like discretion, terminate any such appointment.
20. A person so appointed shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Act, or for the purposes of any other statute or statutory instrument. The expressions "Directors" and "the Directors" in these Articles shall not include "Associate Director" or "Associate Directors" or "Special Director" or "Special Directors" or "Local Director" or "Local Directors".
21. Without prejudice to the generality of the foregoing:-
 - 21.1 An Associate, Special or Local Director shall not have any powers or be subject to any of the duties of a Director save insofar as specific powers or duties may have been vested in, delegated to or imposed upon him by the Directors.
 - 21.2 An Associate, Special or Local Director shall not have access to the books of the Company nor be entitled to receive notice of or attend or vote at meetings of the

Directors or of any committee of the Directors. The Directors may invite an Associate, Special or Local Director to attend a meeting or meetings of the Directors or of any committee of the Directors and may at any time withdraw such invitation. An Associate, Special or Local Director attending any such meeting by invitation of the Directors shall not be counted in reckoning whether a quorum is present.

21.3 The remuneration of the Associate, Special or Local Directors shall be such as shall from time to time be determined by the Directors.

22. The appointment of a person to be an Associate, Special or Local Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Associate, Special or Local Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise.

23. An appointment as Associate, Special or Local Director shall forthwith terminate if the Associate, Special or Local Director:-

23.1 resigns by writing under his hand left at the registered office; or

23.2 be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors; or

23.3 becomes for the time being prohibited from being concerned or taking part in the management of the Company by reason of any order made under sections 295 to 300 inclusive or of Schedule 12 to the Act; or

23.4 be removed by a resolution of the Directors; or

23.5 being an employee of the Company ceases to be such an employee.

OFFICIAL SEAL

24. The Company may, in addition to its common seal, have made an official seal for use in any territory or place not situate in the United Kingdom, which official seal shall be a facsimile of the common seal of the Company with the addition on its face of the name of every territory, district or place where it is to be used.

NOTICES

25. A notice may be given by the Company to any Member either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, and Regulations 111 to 116 shall be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and auditors" in the last sentence of Regulation 38 shall not apply to the Company.

INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in sub-section (3) of Section 310 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by the said section.