

COMPANY NUMBER: 2008885

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FUTURE PUBLISHING LIMITED
(passed on 31st October 1994)

At an Extraordinary General Meeting of the Company held at 65 Fleet Street, London, EC4Y 1HS on 31st October 1994 the following resolution was duly passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT:-

"the Articles of Association in the form attached hereto and initialled by Ian Linkins in his capacity as secretary of the Company for the purpose of identification be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company with immediate effect."

.....
Chairman



Company No : 2000885

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FUTURE PUBLISHING LIMITED

(as at 31st October 1994)



TABLE A

1. The regulations in Table A in the first Schedule to the Companies Act 1948 shall not apply to the Company, but, subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of the adoption of these Articles (in these Articles hereafter referred to as "Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company. In regulation 24: the words "which is not fully paid"; in regulation 62(a): the words "not less than 48 hours"; in regulation 62(b): the words "not less than 24 hours"; in regulation 88: the last sentence; regulation 93; regulations 94 to 98 inclusive; in regulation 112: the last sentence.

SHARES

3. Subject to the provisions of the Companies Act 1985 relating to authority, pre-emption rights and otherwise and 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.

DIRECTORS

4. A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

ALTERNATE DIRECTORS

- 5(1) At the end of the regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence:

"The appointment of an alternate director shall also determine automatically on the happening of any event which if he were a director would cause him to vacate his office as director."

- 5(2) At the end of regulation 88 of Table A, as applicable to the Company, there shall be added the following sentence:

"A director or any other person may act as an alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present."

INTERESTS OF DIRECTORS

6. A director may vote at any meeting of the directors or of a committee of the directors on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested,

notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 7(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.
- 7(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 7(1).
- 7(3) While the Company is a subsidiary, regulations 73 to 80 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

- 8(1) A resolution which has been agreed upon by all the directors for the time being entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) that committee of the directors duly convened and held, and for this purpose:
 - (a) a resolution to which an alternate director has agreed need not also be agreed to by his appointor; and
 - (b) a resolution to which a director who has appointed an alternate director has agreed need not also be agreed to by the alternate director in that capacity.
- 8(2) Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between 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 other simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.