

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

Name of company

* Insert full name of company		For official use		For official use	
TUTORSALE LIMITED					

I, RACHEL FUTERMAN

of 124-128 City Road, London. EC1V 2NJ

do solemnly and sincerely declare that I am the person named as secretary of the company in the statement delivered to the registrar under section 10(2) and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 63 South Audley Street

London. W1Y 6HJ

Declarant to sign below

the 11th day of July.

One thousand nine hundred and Eighty-Six

before me [Signature]

A commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

For official Use

New Companies Section

Post room

**The Companies Act 1935**  
**Private Company Limited By Shares**  
**MEMORANDUM OF ASSOCIATION**

of

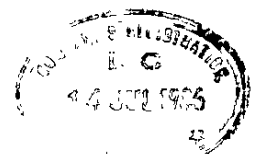
TUTORSALE LIMITED

2340797

1. The Company's name is
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
  - (A) (i) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as separate and distinct businesses in any part of the world.
  - (ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods, wares, vehicles, apparatus, machinery and articles of every description and in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters; company promoters, underwriters, and dealers in stocks, shares, loans, annuities and other securities, mortgage brokers and insurance agents.

TUTORSALE LIMITED

Stanley Davis (Company Services) Ltd  
124-128 City Road, London EC1V 2NJ



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of

the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and 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 funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

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

STANLEY HAROLD DAVIS  
124-128, City Road  
LONDON  
EC1V 2NJ

Company Director

ONE

RACHEL FUTERMAN  
124-128, City Road  
LONDON  
EC1V 2NJ

Company Director

ONE

Dated the 16th day of June 1986

WITNESS to the above Signatures:-

IRENE POTTER  
124-128, City Road  
LONDON  
EC1V 2NJ

Barrister-At-Law

**The Companies Act 1985**  
**Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION**

of

**2040797**

**TUTORSALE LIMITED**

**PRELIMINARY**

1. Subject as hereinafter provided the Regulations incorporated in Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.
2. Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

**PRIVATE COMPANY**

4. The Company is a private company, and accordingly:-
  - (a) no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
  - (b) no shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

**INTERPRETATION**

5. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

**SHARES**

6. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and

the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

(i) save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;

(ii) the Members in General Meeting may by Ordinary Resolution:-

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such Resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority);

(iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

8. Subject to Chapter VII of the Act, and to Regulation 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

9. Subject to Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.



10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

#### LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for

such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 8, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors as aforesaid.

(i) 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.

13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

## PROCEEDINGS AT GENERAL MEETINGS

14. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

15. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 62 of Table A shall be modified accordingly.

## DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

18. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.


19. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

20. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

## DIVIDENDS

21. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Names, Addresses and Descriptions  
of Signatories

  
STANLEY HAROLD DAVIS  
124-128 City Road  
London  
EC1V 2NJ

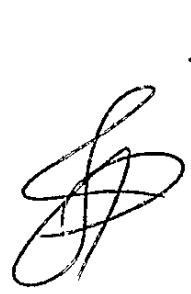
Company Director

  
RACHEL FUTERMAN  
124-128 City Road  
London  
EC1V 2NJ

Company Director

Dated the 16th day of June 1986

WITNESS to the above Signatures:-

  
IRENE POTTER  
124-128 City Road  
London  
EC1V 2NJ

Barrister-At-Law

**G**

COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**

Pursuant to section 10 of the Companies Act 1965

To the Registrar of Companies

For official use

**2040797**

Name of company

**TUTORSAL LIMITED**

The intended situation of the registered office of the company on incorporation is as stated below

**124-128 City Road, London. EC1V 2NJ**

Postcode

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

**X****STANLEY DAVIS (COMPANY SERVICES) LIMITED****124/128 CITY ROAD****LONDON**

Postcode

**EC1V 2NJ**

Number of continuation sheets attached

Presenter's name address and  
reference (if any):

For official Use

General Section

Post room

**Stanley Davis (Company Services) Limited**

International Company Registrations and Searches

124-128 City Road, London EC1V 2NJ  
Telephone 01-250 3350 Telex 21357-DAVIS G  
LDE Box No 274

The names and particulars of the person who is to be the first director of the company are as follows:

Name	STANLEY HAROLD DAVIS		Business occupation	COMPANY DIRECTOR
Previous names	NONE		Nationality	BRITISH
Address	124/128 CITY ROAD LONDON		Date of birth (where applicable)	N/A
	Postcode	EC1V 2NJ		
Other directorships				
STANLEY DAVIS (COMPANY SERVICES) LIMITED				
I consent to act as director of the company named on Page 1				
Signature			Date 16 JUN 1986	

The names and particulars of the person who is to be the first secretary of the company are as follows:

Name	RACHEL FUTERMAN		
Previous names	NONE		
Address	124/128 CITY ROAD LONDON		
	Postcode	EC1V 2NJ	
I consent to act as secretary of the company named on Page 1			
Signature			Date 16 JUN 1986

Signature of agent on behalf of subscribers		Date 16 JUN 1986
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## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2040797

I hereby certify that

TUTORSALE LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

25TH JULY 1986

  
M. SAUNDERS (MRS)

an authorised officer

Company No: 2040797

## Special Resolution

The Companies Act 1985  
Private Company Limited by Shares

of

TUTORSALE LIMITED

At an Extraordinary General Meeting of the above-named Company  
duly convened and held at 124-128 City Road, London EC1V 2NJ

on 6th August 1986

the following SPECIAL RESOLUTION was duly passed, viz:-

## Resolution

That the name of the Company be changed to:

CONCORD POSTERLINK LIMITED

S. H. Davis - Chairman

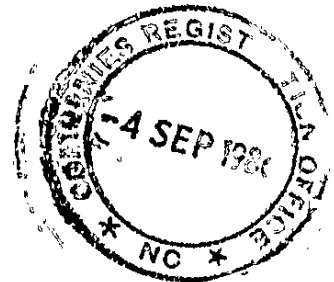
**Stanley Davis (Company Services) Limited**

124-128 City Road, London EC1V 2NJ  
Telephone 01-250 3350 Telex 21957-DAVIS G  
LDE Box No. 274

Stanley Davis  
(Company Services) Limited  
124-128 City Road,  
London EC1V 2NJ  
Telephone: 01-250 3350  
Telex 21957-DAVIS G



TPS 1164A/85





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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2040797 / 7 .

I hereby certify that

TUTORSALE LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
CONCORD POSTERLINK LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 10TH SEPTEMBER 1986

*S. R. Williams*  
S. R. WILLIAMS

an authorised officer

Company No: 2040797

10

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29/01/81

**Special  
Resolution**

The Companies Act 1985  
Private Company Limited by Shares

New, CONC.

of Tutorsale Limited

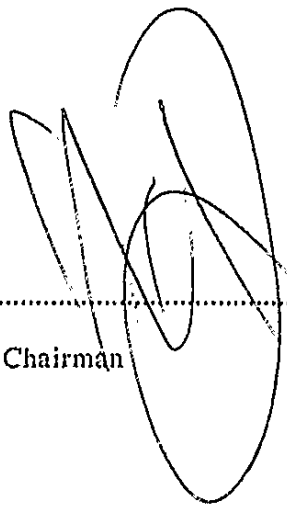
At an Extraordinary General Meeting of the above-named Company  
duly convened and held at 124-128 City Road, London EC1V 2NJ  
on 6th August, 1986  
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

**Resolution**

That the existing Clause 3(A) of the Memorandum of Association  
of the Company be deleted, and that the attached Clause 3(A)  
be substituted in its place.

Signed .....

S.H. Davis - Chairman

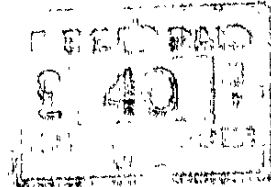


**Stanley Davis Company Services Limited**  
International Company Registrations and Searches  
124-128 City Road, London EC1V 2NJ  
Telephone 01-250 3350 Telex 21657-Davis G Fax 01-608 0867  
LDE Box No. 274

- (A) (i) To carry on the business of advertising agents and contractors, advertising service agents, distributing agents, literary agents, artists agents, newsagents, newspaper cutting agents, commission agents, and any other kind of advertising or agency business whatsoever.
- (ii) To carry on the business of proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings and of booksellers, printers, billposters, designers, photographers, engravers, lithographers, stereotypers, electrotypers, photographic printers, photographic lithographers, chromo lithographers, etchers and die-sinkers, book-binders, draughtsmen, typefounders, artists, painters, stationers, sign writers, consultants and business organisers, paint, paper and ink manufacturers, and of manufacturers, retailers and dealers in all kinds of apparatus, appliances, plant and materials used in connection with any of the said businesses or employed by advertisers, advertising agents and contractors in connection with advertising.



100. 2050797 / 01



The Companies Act 1985

Company Limited by Shares

RESOLUTION

of

CONCORD POSTERLINE LIMITED



Passed: 8th. October 1986

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 76/80 College Road, Harrow, Middlesex, on the 8th. October the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

That the name of the Company be changed to Concord and Posterlink Limited.

*[Signature]*  
CHAIRMAN

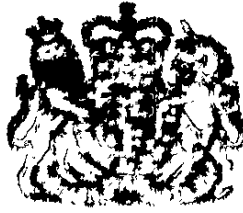
Barelay

011372

630

P12

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2040797/12

I hereby certify that

CONCORD POSTERLINK LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
CONCORD AND POSTERLINK LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 20TH OCTOBER 1986

A handwritten signature in dark ink, appearing to read 'J.M. Willmott', with a horizontal line drawn through it.

J.M. WILLMOTT

an authorised officer

# G

COMPANIES FORM No. 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

# 224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[1115]

2040797

Name of company

\*Insert full name  
of company

\*Concord and Posterlink Limited

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 2

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

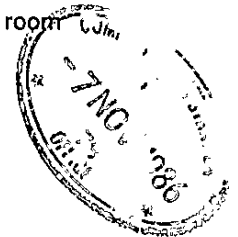
†Delete as  
appropriate

Signed

[Director] [Secretary]† Date 31 January 1986

Presentor's name address and  
reference (if any):STARR & COY LTD  
ALLIANCE COURT  
LONDON W1V 0LBFor official use  
General Section

Post room



No. 2040797

17 21 04  
The Companies Act 1985

Company Limited by Shares

RESOLUTIONS

of

CONCORD AND POSTERLINK LIMITED

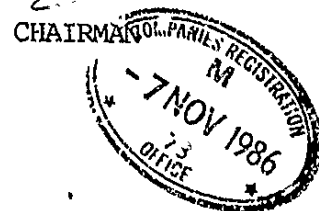
Passed: 31st. October 1986

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 76-80 College Road, Harrow on the 31st. October 1986 the following Resolutions were duly passed as to Resolution numbered 1 as an Ordinary Resolution and as to the Resolution numbered 2 as a Special Resolution:-

RESOLUTIONS

1. That the authorised capital of the Company be increased from £1,000 to £50,000 by the creation of 49,000 Ordinary Shares of £1 each.
2. That the Regulations contained in the draft document laid before the meeting and initialled for identification by the Chairman be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

*[Handwritten signature]*



adopted by Special Resolution passed on 31st.  
October 1986.

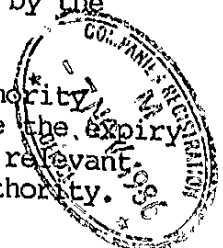
The Companies Act 1985

Chairman

COMPANY LIMITED BY SHARES

SUBSTITUTED  
ARTICLES OF ASSOCIATION  
OF  
CONCORD AND POSTERLINK LIMITED

1. The regulations contained in The Companies (Tables A - F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save to the extent that such regulations are excluded or varied by the following regulations.
2. References in these Articles to "the Act" are references to the Companies Act 1985 and references to Sections are references to the relevant Sections of the Act.
3. Regulations 3, 8, 24 and 35 of Table A shall not apply to the Company.
4. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
5. The authorised share capital of the Company at the date of adoption of these Articles is £50,000 divided into 50,000 Ordinary Shares of £1 each.
6. (i) The Directors may, subject to Article 7 hereof, allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2)) of the Company to such persons and generally on such terms and conditions as the Directors think proper.  
(ii) The general authority conferred by paragraph (i) of this Article shall be conditional where required upon due compliance with Article 7 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on that date which is the fifth anniversary of the date upon which the resolution adopting these Articles was passed unless renewed, varied or revoked by the Company in General Meeting.  
(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.





7. (i) Subject to any direction to the contrary that may be given by the Company in General Meeting all Ordinary Shares authorised pursuant to Article 6 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think fit. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(ii) Section 89(1) and Section 90(1) to (5) shall not apply to any allotment of shares in the Company.

8. Subject to the provisions of the Act the Company may:-

(i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

(ii) purchase its own shares (including any redeemable shares);

(iii) make a payment in respect of any such redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

9. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

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.

11. A Director shall, notwithstanding that he is not a member nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

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

2040797

Name of company

\* Concord and Posterlink Limited

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 31st. October 1986 the nominal capital of the company has been  
increased by £ 49,000 beyond the registered capital of £ 1,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

Ranking pari passu with existing ordinary shares in the capital of the Company

Please tick here if  
continued overleaf§Delete as  
appropriate

Signed

[Director][Secretary]§ Date 3.11.1986

1986

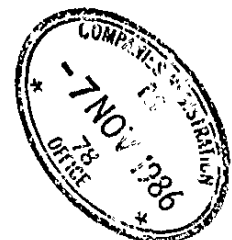
Presentor's name, address and  
reference (if any):

WARREN & HASTINGS  
ALBANY COURT  
LONDON, W1V 9NB

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street London SE1 5TS

Companies G123

1986 Edition  
286 B/HAM.

5017157

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2040797



SPICER & OPPENHEIM

A MEMBER OF SPICER & OPPENHEIM INTERNATIONAL

13 BRUTON STREET • LONDON W1X 7AH  
TELEPHONE 01-480 7766  
TELEX 884257 ESANO G  
DOCUMENT EXCHANGE 825  
FAX (CCTT GPS 2-3) 01-480 6947

The Secretary  
Concord and Posterlink Limited  
222 Regent Street  
LONDON W1

OUR REFERENCE 80/1622e  
YOUR REFERENCE

20 November 1989

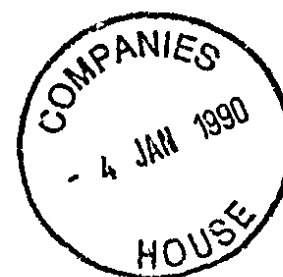
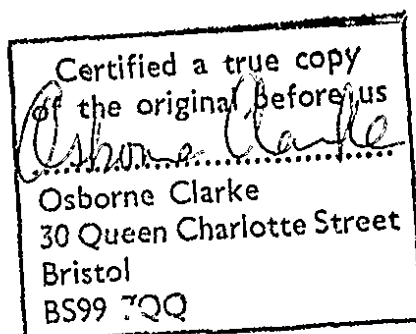
Dear Sir

This letter is formal notice of our resignation as auditors of Concord and Posterlink Limited with effect from today's date.

There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or the creditors of the company.

Yours faithfully

*Spicer & Oppenheim*



THE COMPANIES ACT 1985  
CONCORD & POSTERLINK LTD  
WRITTEN RESOLUTION

2040797

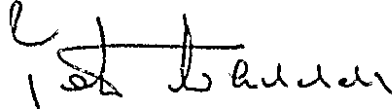
We, the undersigned, being all the members for the time being of Concord Posterlink Ltd ("The Company"), hereby consent to the following resolution as a written resolution of the Company:

WRITTEN RESOLUTION

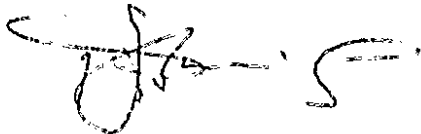
THAT the authorised share capital of the Company be and it is hereby increased from £50,000 to £400,000 by the creation of 350,000 Ordinary Shares of £1 each ranking pari passu with the existing Ordinary Shares of £1 each.

Dated 9 April 1991

For and on behalf of  
Alban Communications Ltd



P J Waddell

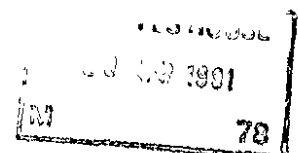


A J D Simmons

CERTIFIED A TRUE COPY



G.S. TOVEY  
Secretary



## COMPANIES FORM No. 123

# G

# 123

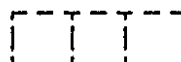
Notice of increase  
in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2040797

Name of company

CONCORD AND POSTERLINK LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 09/04/1991 the nominal capital of the company has been  
increased by £ 350000.00 beyond the registered capital of £ 50000.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Please tick here if  
continued overleaf



Signed

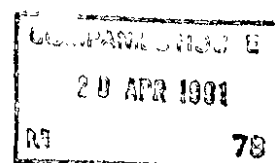
Designation *SECRETARY*Date *17<sup>th</sup> APRIL 1991*

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

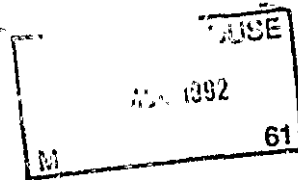
P.M.FORSTER,  
DEPUTY COMPANY SECRETARY,  
HTV GROUP PLC,  
CULVERHOUSE CROSS,  
CARDIFF CF5 6XJ

For official Use  
General Section

Post room



COMPANY NUMBER : 2040797  
THE COMPANIES ACTS 1985 to 1989  
PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION OF CONCORD AND POSTERLINK LIMITED ("the Company")

Dated this 29th day of July, 1992

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:

THAT the Articles of Association of the Company be and they are hereby altered by adding the following new Article as Article 12:

"12. For so long as the Company shall be a subsidiary or sub-subsidiary of HTV Group p.l.c. (hereinafter called "the Holding Company"), the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-


- (A) the Holding Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) any or all powers of the Directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe;
- (C) no unissued shares or securities shall be issued or agreed to be issued or put under option without the prior consent of the Holding Company;
- (D) no transfer of any share of the Company shall be registered or approved for registration without the prior consent of the Holding Company.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way

restricted hereunder or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors."



.....  
ALBAN COMMUNICATIONS LIMITED  
AND GORDON STANLEY TOVEY

..... (For and on behalf of ALBAN COMMUNICATIONS LIMITED)  
CHARLES DEAN ROMAINE

---

**G**

COMPANIES FORM No. 155(6)a

**Declaration in relation to  
assistance for the acquisition  
of shares.**

**155(6)a**

Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

2040797

Name of company

Note  
Please read the notes  
on page 3 before  
completing this form

\* **CONCORD AND FOSTERLINK LIMITED**

\*Insert full name  
of company

I/We† The persons whose names and addresses are set out in the  
continuation sheet annexed hereto

†Insert name(s) and  
address(es) of all  
the directors

§Delete as  
appropriate

~~[the sole director]~~ [all the directors]§ of the above company do solemnly and sincerely declare that:  
The business of the company is:

‡Delete whichever  
is inappropriate

- (a) ~~that of a [recognised bank] [licensed institution]§ within the meaning of the Banking Act 1979†~~  
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~  
~~insurance business in the United Kingdom†~~  
(c) something other than the above‡

The company is proposing to give financial assistance in connection with the acquisition of shares in the  
[company] [company's holding company] **CORDMATE INVESTMENTS LIMITED**

]‡

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the~~  
~~purpose of that acquisition]§~~

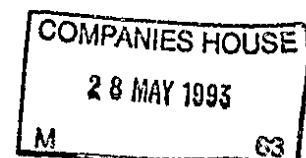
The number and class of the shares acquired or to be acquired is: 1,446,578  
Ordinary Shares of £1 each.

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

TAYLOR JOYNSON GARRETT  
CARMELITE  
50 VICTORIA EMBANKMENT  
BLACKFRIARS  
LONDON EC4Y 0PX  
Ref: DJF

For official use  
General Section

Post room





The assistance is to be given to (note 2)  
is at Liberty House, 222 Regent Street, London W1R 5DE

Please do not  
write in  
this margin

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

The assistance will take the form of:

The provision of a loan in the sum of £880,000 to be made by the Company to Alban Communications Limited to enable Alban Communications Limited to loan the aggregate sum of £1,717,000 (comprising monies loaned by the Company and further monies of Alban Communications Limited) to Alban Securities Limited. The loan to Alban Securities Limited is to be applied in partial satisfaction of the purchase price payable to First Independent Television Limited in respect of the acquisition by Alban Securities Limited of the entire issued share capital of Cordmate Investments Limited.

has acquired

The person who ~~[has acquired]~~ ~~[will acquire]~~\* the shares is:  
ALBAN SECURITIES LIMITED

\*Delete as  
appropriate

The principal terms on which the assistance will be given are:

Unsecured, interest free loan repayable upon demand by the Company giving notice in writing of no less than 6 months to expire on or at any time after 31 December 1994.

The Company is entitled to make one or more demands for repayment of any part or parts of the loan.

Alban Communications is entitled to prepay the loan in whole or in part.

The amount of cash to be transferred to the person assisted is £ 1,717,000 in aggregate

The value of any asset to be transferred to the person assisted is £ NIL.

The date on which the assistance is to be given is 18 MAY 1993

Please do not  
write in  
this margin

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

Delete either (a) or  
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)

~~(b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]† (note 3)~~

And I/we 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 Cambridge, So  
Victoria BMBANK

the 18th day of May

One thousand nine hundred and 93

before me James Egan

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

Declarants to sign below

C. Kelman

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form