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COMPANIES FORM No. 12

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

12

Please do not  
write in  
this margin

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

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

\* Insert full  
name of Company

† delete as  
appropriate

To the Registrar of Companies

For official use

For official use

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2096876
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Name of company

\* IMAGEVENTURE LIMITED

I, MAVIS JUNE LATTER

of 47 BRUNSWICK PLACE

LONDON

N1 6EE

do solemnly and sincerely declare that I am a (Solicitor engaged in the formation of the company)†  
[person named as director or 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 FLAT 1, CHATSWORTH HOUSE,

65 LONDON ROAD,

TWICKENHAM, MIDDLESEX

the FIRST day of AUGUST

One thousand nine hundred and EIGHTY-SIX

before me *[Signature]*

Declarant to sign below

*M J Latter*  
*M J Latter*

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

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JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261013



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

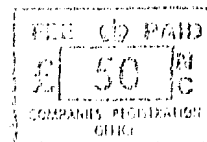
For official Use

New Companies Section

Post room

THE COMPANIES ACT 1985

A PRIVATE COMPANY  
LIMITED BY SHARES



2096876

## Memorandum of Association of

IMAGEVENTURE LIMITED



1. The Company's name is **IMAGEVENTURE LIMITED**

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:—

(a) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, under-leases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial,

mercantile industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

JORDAN & SONS LTD,  
20, ST. MARK'S PLACE,  
FINSbury PARK, LONDON, E.C.2A 6PS  
TELEGRAMS: JORDAN LTD LONDON  
TELEPHONE: 419084

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any

person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, 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.

tures, debenture stock or securities issued or company constituted in any part of the world, stocks, bonds, obligations guaranteed by any municipal, local or other world.

(n) To control, co-ordinate or other companies in which indirect financial interest administrative, technical services and facilities company or companies by way of subvention arrangements which respect to any business generally with respect to companies.

(o) To promote purpose of acquiring business or property liabilities of the Company business or operation to assist or benefit the value of any Company, and to of, underwrite, acquire all or any of any such company.

(p) To sell or any part of the Company, either consideration as in particular for shares of any company.

(q) To act as trustees for any person undertake and perform.

(r) To remunerate any person rendering services by cash payment of them of shares company credited as otherwise as may be.

(s) To pay a connection with incorporation of any person, firm and to pay commission underwriting, placing the subscription of the Company.

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foregoing any holding  
fellow subsidiary of, or  
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any part of the world, and debentures, debenture  
stocks, bonds, obligations or securities issued or  
guaranteed by any government or authority,  
municipal, local or otherwise, in any part of the  
world.

(n) To control, manage, finance, subsidise,  
co-ordinate or otherwise assist any company or  
companies in which the Company has a direct or  
indirect financial interest, to provide secretarial,  
administrative, technical, commercial and other  
services and facilities of all kinds for any such  
company or companies and to make payments  
by way of subvention or otherwise and any other  
arrangements which may seem desirable with  
respect to any business or operations of or gen-  
erally with respect to any such company or com-  
panies.

(o) To promote any other company for the  
purpose of acquiring the whole or part of the  
business or property or undertaking or 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.

(p) To sell or otherwise dispose of the whole  
or any part of the business or property of the  
Company, either together or in portions, for such  
consideration as the Company may think fit, and  
in particular for shares, debentures, or securities  
of any company purchasing the same.

(q) To act as agents or brokers and as trust-  
tees for any person, firm or company, and to  
undertake and perform sub-contracts.

(r) To remunerate any person, firm or com-  
pany rendering services to the Company either  
by cash payment or by the allotment to him or  
them of shares or other securities of the Com-  
pany credited as paid up in full or in part or other-  
wise as may be thought expedient.

(s) To pay all or any expenses incurred in  
connection with the promotion, formation 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 or other securities  
of the Company.

(t) To support and subscribe to any charitable  
or public object and to support and subscribe to  
any institution, society, or club which may be for  
the benefit of the Company or its Directors or  
employees, or may be connected with any town  
or place where the Company carries on busi-  
ness; to give or award pensions, annuities,  
gratuities, and superannuation or other allow-  
ances or benefits or charitable aid and generally  
to provide advantages, facilities and services for  
any persons who are or have been Directors of,  
or who are or have been employed by, or who are  
serving or have served the Company, or any  
company which is a subsidiary of the Company  
or the holding company of the Company or a fellow  
subsidiary of the Company or the predecessors in  
business of the Company or of any such subsid-  
iary, holding or fellow subsidiary company and to  
the wives, widows, children and other relatives  
and dependants of such persons; to make pay-  
ments towards insurance; and to set up, establish,  
support and maintain superannuation and other  
funds or schemes (whether contributory or non-  
contributory) for the benefit of any of such per-  
sons and of their wives, widows, children and  
other relatives and dependants; and to set up,  
establish, support and maintain profit sharing or  
share purchase schemes for the benefit of any of  
the employees of the Company or of any such  
subsidiary, holding or fellow subsidiary company  
and to lend money to any such employees or to  
trustees on their behalf to enable any such pur-  
chase schemes to be established or maintained.

(u) Subject to and in accordance with a due  
compliance with the provisions of Section 155 to  
158 (inclusive) of the Act (if and so far as such  
provisions shall be applicable), to give, whether  
directly or indirectly, any kind of financial assist-  
ance (as defined in Section 152(1)(a) of the Act)  
for any such purpose as is specified in Section  
151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the  
Company in kind any property of the Company of  
whatever nature.

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

(x) To do all or any of the things or matters  
aforesaid in any part of the world and either as  
principals, agents, contractors or otherwise, and  
by or through agents, brokers, sub-contractors or  
otherwise and either alone or in conjunction with  
others.

(y) To do all such other things as may be  
deemed incidental or conducive to the attain-  
ment of the Company's objects or any of them.

## THE COMPANIES

**A PRIVATE COMPANY  
LIMITED BY SHARES**

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

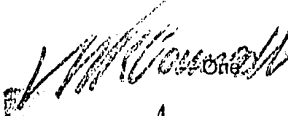
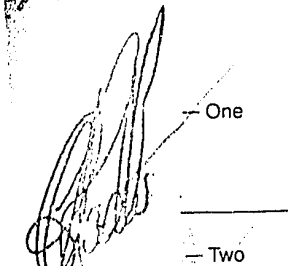
(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.

4. The liability of the Members is ~~limited~~.

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

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. Michael Richard Counsell, 15, Pembroke Road, Bristol BS99 7DX	 — One
2. Christopher Charles Hadler 15, Pembroke Road, Bristol BS99 7DX	 — One
Total shares taken	— Two

Dated 3rd. March, 1986

Witness to the above Signatures, Errol Sandiford,  
15, Pembroke Road  
Bristol BS8 3BA

**PRELIMINARY**

1. (a) The Regulations in the Schedule to the Regulations 1988 (Tables A to F) (such Table being) shall apply to the are excluded or lations (save as Articles hereina lations of the Co

(b) In these means the Com reference in the Act shall be de statutory modifi provision for the

**ALLOTMENT C**

2. (a) Shares w  
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(b) All shares authorised shall be issued in proportion as near as may be to the proportion of the existing shares, unless the Company shall otherwise resolve.

THE COMPANIES ACT 1985

A PRIVATE COMPANY  
LIMITED BY SHARES

# Articles of Association of

2096376

IMAGEVENTURE LIMITED

## PRELIMINARY

1. (a) The Regulations contained in 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

## ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by

Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with

which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

### SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to

the Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or, to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

### APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:—

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Com-

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## DIRECTORS

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pany may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

## ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of 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.

## DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury

of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

## GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(f) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.



#### TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

#### Names and Addresses of Subscribers

1. Michael Richard Counsell,  
15, Pembroke Road,  
Bristol BS99 7DX.

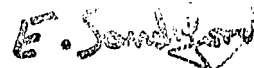
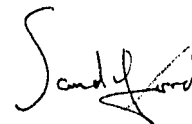


2. Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol BS99 7DX



Dated 3rd. March, 1986

Witness to the above Signatures Errol Sandiford,  
15, Pembroke Road,  
Bristol BS8 3BA



3  
/ 2  
/ 8  
7

**G**

COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

2096874

Name of company

\* insert full name  
of company

\* IMAGEVENTURE LIMITED

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

47 Brunswick Place,  
London, N1 6EE

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 belowJORDAN & SONS LIMITED,  
20 Clothier Road,  
Bristol BS4 5PS

Postcode

Number of continuation sheets attached (see note 1)



PRINTED AND SUPPLIED BY

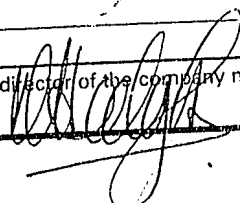
**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 251010Presenter's name address and  
reference (if any):For official Use  
General Section

Post room

## DIRECTOR

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 (note 2) are as follows:

Please do not write in this margin

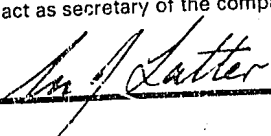
Name (note 3) DAVID STEWART HODGSON		Business occupation MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 47 Brunswick Place, London N1 6EE		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 01.08.86

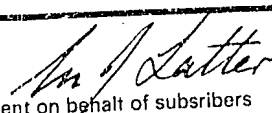
† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

## SECRETARY

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:

Please do not write in this margin

Name (notes 3 & 7) MAVIS JUNE LATTER	
Previous name(s) (note 3) NONE	
Address (notes 4 & 7) 47 Brunswick Place, London N1 6EE	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date 01.08.86

Signature of agent on behalf of subscribers 	Date 01.08.86
---	---------------

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2096876

I hereby certify that

IMAGEVENTURE 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

5TH FEBRUARY 1987

A handwritten signature in dark ink, appearing to be 'G. J. Jones'.

an authorised officer

THE COMPANIES ACT 1985

COMPANY NUMBER

...2096876.../a.....

SPECIAL RESOLUTION

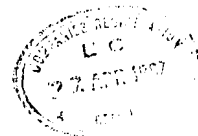
.....Image Ventura..... LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the following new sub-clause:

(a) To provide persons or firms carrying on any profession, business, trade or occupation with accounting, Secretarial and office services and all staff, premises, office furniture and equipment, office cleaning, repairs and decorations, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing and stationery and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; and to carry on all or any of the businesses of secretaries, registrars, nominee shareholders, investment holders, general managers, administrators, advisers, accountants, book-keepers, agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, insurance agents, estate agents and property managers, valuers, printers, publishers, and stationers, providers of office accommodation, and of all kinds of commercial intelligence and services, hire purchase and general financiers, company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers, and dealers and contractors in and makers, importers and exporters of all kinds of goods and merchandise; and to institute, enter into, carry on, assist and participate in financial, promoting, dealing and other business works, contracts or operations of all kinds, to invest or procure the investment in, and to deal and operate in and with rights, securities, stocks, shares, ventures, bonds, articles and things of all kinds; and to undertake secretarial work and to supply or lend assistance or accommodation to or do any act or thing for companies, professional or business men or otherwise upon such terms as may be thought fit.



contd....

Dated this 2nd day of March 1987.

Signed ..... *M R Counsell* ..... (M R Counsell)

..... *C C Hadler* ..... (C C Hadler)



Company No. 2096876

IMAGEVENTURE LIMITED ("the Company")

SPECIAL RESOLUTION

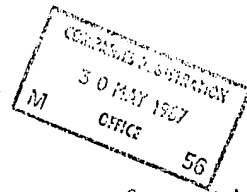
(Passed 7th day of May 1987)

At an Extraordinary General Meeting of the Company held on 7th May 1987 the following Special Resolution was passed:-

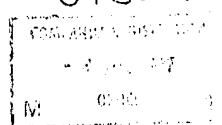
"That the name of the Company be and is hereby changed to University of Newcastle upon Tyne Supply Company Limited"



*[Signature]*  
Director



L.B. SCOT £40  
045662



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2096876

I hereby certify that

IMAGEVENTURE LIMITED

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

UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY  
COMPANY LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 27 JULY 1987

an authorised officer

4  
/  
8  
/  
8  
7



No. of Company 2096876

The Companies Act 1985

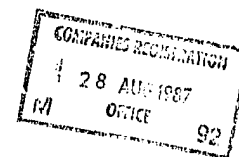
PRIVATE COMPANY LIMITED BY SHARES

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Memorandum  
and Articles  
of Association of

UNIVERSITY OF NEWCASTLE UPON TYNE  
SUPPLY COMPANY LIMITED

(Incorporated the 5th day of February 1987)



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Jordan & Sons Limited  
Company Formation and Information Services  
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Telephone 01-253-3030 Telex 261010

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

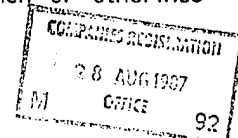
UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED

1. The Company's name is "UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED".

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-

(a) To provide persons or firms carrying on any profession, business, trade or occupation with accounting, secretarial and office services and all staff, premises, office furniture and equipment, office cleaning, repairs and decorations, lighting, heating, telephone service, cars, transport, books, periodicals, reports, photoprinting, general printing and stationery and all such services as may from time to time be required for the conduct and management of such profession, business, trade or occupation; and to carry on all or any of the businesses of secretaries, registrars, nominee shareholders, investment holders, general managers, administrators, advisers, accountants, book-keepers, agents, representatives, costing investigators, negotiators, intermediaries, business and efficiency experts, estimators, advertising managers, building society agents, insurance agents, estate agents and property managers, valuers, printers, publishers, and stationers, providers of office accommodation, and of all kinds of commercial intelligence and services, hire purchase and general financiers, company promoters and underwriters of capital issues, dealers in stocks and shares, tourist agents, social and business organisers, and dealers and contractors in and makers, importers and exporters of all kinds of goods and merchandise; and to institute, enter into, carry on, assist and participate in financial, promoting, dealing and other business works, contracts or operations of all kinds, to invest or procure the investment in, and to deal and operate in and with rights, securities, stocks, shares, debentures, bonds, articles and things of all kinds; and to undertake secretarial work and to supply or lend assistance or accommodation to or do any act or thing for companies, professional or business men or otherwise upon such terms as may be thought fit.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or 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.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company 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 the same may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation 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 or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

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

(x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word 'Company' in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
1. Instant Companies Limited, 2, Baches Street, London N1 6UB.	- One
2. Swift Incorporations Limited, 2, Baches Street, London N1 6UB.	- One
Total shares taken	- Two

Dated this 2nd day of February, 1987.

Witness to the above Signatures:- Terry Jayne,  
2, Baches Street,  
London N1 6UB.  
Clerk.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors

who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act relating to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.



6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (Inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

#### BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into

shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

#### ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of 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.

#### DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

#### GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

## TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

---

### Names and addresses of Subscribers

---

1. Instant Companies Limited,  
2, Baches Street,  
London N1 6UB.
2. Swift Incorporations Limited,  
2, Baches Street,  
London N1 6UB.

---

Dated this 2nd day of February, 1967.

Witness to the above Signatures:- Terry Jayne,  
2, Baches Street,  
London N1 6UB.



# Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies (Address overleaf - Note 6)

Company number

2096876

Name of company

UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED

\* insert full name of company

## Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

2. gives notice 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

Day Month

3 1 0 7

3. 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 1 0 7 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary)(parent)† undertaking of

, company number

the accounting reference date of which is

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

6. Signed *C. J. Thurgate-Dawson* Designation **COMPANY SECRETARY** Date **14th JANUARY 1993**

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

C. J. THURGATE-DAWSON  
UNIVERSITY COMPANIES OFFICE  
18, WINDSOR TERRACE  
NEWCASTLE UPON TYNE NE2 4HE  
TEL. (091) 222 6000 XT. 8660

For official use D.E.B.

Post room



# Notes

1 All references in this form to section 225 of the Companies Act 1985 is to that section as inserted by section 3 of the Companies Act 1989.

2 Under section 225(1) of the Companies Act 1985, at any time during one of its accounting reference periods a company can give notice to the registrar of companies specifying a new date ("the new accounting reference date") on which that period is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end), and on which subsequent accounting reference periods are also to be treated as coming to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.

3 The notice can shorten the current accounting reference period. But, unless the company is subject to an administration order or unless the Secretary of State directs otherwise, a notice can extend a current accounting reference period only if EITHER

(a) the company giving the notice is a subsidiary undertaking or parent undertaking of another company, and the new accounting reference date coincides with the accounting reference date of the other company, or

(b) no previous accounting reference period of the company has been extended by virtue of a previous notice given by the company under section 225, or

(c) the notice is given not less than 5 years after the date on which any earlier accounting reference period of the company which was so extended came to an end.

4 Unless the company is subject to an administration order, a current accounting reference period cannot be extended so as to make it longer than 18 months.

5 The date shown in the boxes on the form should be completed in the manner shown below.

Day	Month
0 5	0 4

Day	Month	Year
0 5	0 4	1 9 8 5

6 The address for companies registered in England and Wales or Wales is:

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

# G

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

To the Registrar of Companies

For official use

Company number

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

--	--	--	--	--

2096876

Name of company

\* Insert full name  
of company

\* UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 26TH FEBRUARY 1993 the nominal capital of the company has been increased by £ 49,000 beyond the registered capital of £ 1,000.

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

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

THE NEW NOMINAL CAPITAL OF £49,000 CONSISTS OF 49,000 SHARES  
OF £1 EACH FULLY PAID EQUAL IN ALL RESPECTS AND RANKING  
PARI PASSU WITH THE EXISTING 1,000 SHARES OF £1 EACH FULLY PAID

Insert,  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Please tick here if  
continued overleaf

--

Signed *Robert Thurcar-Dawson*Designation  
COMPANY SECRETARYDate 26TH FEBRUARY 1993

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

MR C. J. THURCAR-DAWSON  
UNIVERSITY COMPANIES OFFICE  
18, WINDSOR TERRACE,  
DUNDEE  
NEWCASTLE UPON TYNE  
NE2 4HE

For official Use  
General Section

Post room



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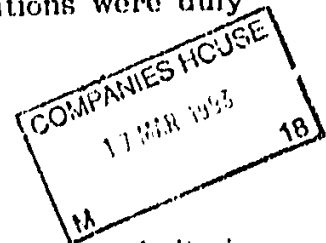
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
OF  
UNIVERSITY OF NEWCASTLE UPON TYNE SUPPLY COMPANY LIMITED

Passed on 26th February 1993

At an Extraordinary General Meeting of the above Company duly convened and held in the Bursar's Office, Park Terrace, Newcastle upon Tyne on Friday 26th February 1993 at 10.30 am the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS



1. INCREASE IN AUTHORISED CAPITAL

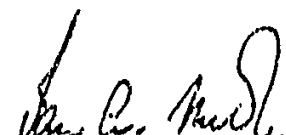
That the authorised share capital of the Company be and it is hereby increased from £1,000 to £50,000 by the creation of 49,000 ordinary shares of £1 each such shares to rank pari passu with the existing ordinary shares of £1 each.

2. AUTHORITY TO ALLOT SHARES

That the Directors be and they are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over any relevant securities (as defined by Section 80(2) of the Companies Act 1985) to such persons on such terms and in such manner as they think fit up to a total issued share capital of the Company of £50,000 at any time or times during the period of 5 years from the date of this Resolution.

3. APPROVAL OF SHARE SUBSCRIPTION

That the subscription by the University of Newcastle upon Tyne for 20,000 ordinary shares of £1 each be and it is hereby approved.

.....  ..... CHAIRMAN