

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

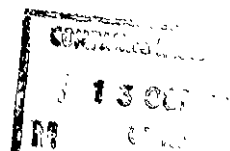
DRIVEWAVE LIMITED

Passed 22 July 1988

WE, the undersigned, being all the 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:

1. That the Company's Memorandum of Association be altered by:-
 - (i) the deletion of paragraph 3(b) and the substitution therefore of the following paragraph:
 - "(b) to act as promoters, agents and organisers for theatrical, musical, sporting and other events and act as ticket distributors and sellers both wholesale and retail; to undertake the organisation of fund raising events of all kinds and in particular without limitation in relation to the charity known as The Great Ormond Street Children's Hospital Redevelopment Appeal (also known as the Wishing Well Appeal for the Redevelopment of Great Ormond Street Children's Hospital) or any other charities having objects similar to that charity and to employ or contract with any person firm or company in furtherance of all the above objects."



- (ii) the deletion from paragraph 3(t) of the following words:-

"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 Companies carries on business;"

2. That the Regulations contained in the printed document attached hereto and initialled by the Chairman for identification purposes be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

Dated this 22 day of JULY 1988

Signed

Caroline Bend

.....
W.M. Clarke

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

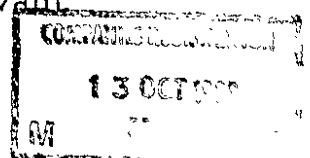
THE WISHING WELL FOR GREAT ORMOND STREET LIMITED

PRELIMINARY

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

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each.
4. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years after the date of adoption of these Articles to allot or otherwise dispose of relevant securities (as defined in the said section 80) up to the amount of the share capital of the Company at the date of adoption of these Articles to such persons, on such terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any relevant securities (as defined) an option to require the Company to allot to him or his nominees any further relevant



securities in the Company at not less than par. In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. Subject to the provisions of Chapter III of the Act the Company may:-
 - 5.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
 - 5.2 purchase its own shares (including any redeemable shares);
 - 5.3 make a payment in respect of the redemption or purchase, under sections 159 to 161 inclusive or (as the case may be) section 162 of the Act, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 172 inclusive of the Act.
6. The lien conferred by Regulation 8 shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

GENERAL MEETINGS

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

DIRECTORS

10. Until otherwise determined by the Company by an ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be not less than one.
11. When one Director only is in office he shall have and

may exercise all the powers and authorities in and over the affairs of the Company as are by these Articles conferred on the Board of Directors.

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

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act (in the case of any relevant securities as defined in the said section) to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND PROCEEDINGS OF DIRECTORS

14. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.
15. A Director who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Company shall declare the nature of his interest in manner required by section 317 of the Act. A Director who has declared the nature of his interest in such a contract or proposed contract shall be entitled to vote in respect of that contract or proposed contract and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee at which the vote is taken.
16. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in

conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
18. No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed as the case may be as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director. Section 293 of the Act shall not apply to the Company.

OFFICIAL SEAL

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

NOTICES

20. A notice may be given by the Company to any Member either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, and Regulations 111 to 116 shall

be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and auditors" in the last sentence of Regulation 38 shall not apply to the Company.

INDEMNITY

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

DRIVEWAVE LIMITEDRESOLUTIONS OF THE SOLE DIRECTOR OF THE COMPANY PASSED
1988.1. CERTIFICATE OF INCORPORATION

IT WAS REPORTED that the Company had been incorporated on 7 June, 1988 under number 226530 and that a resolution to change its name to "The Wishing Well for Great Ormond Street Limited" had been passed on 4th July, 1988. The following documents were produced:-

- (a) the Certificate of Incorporation of the Company;
- (b) a print of the Company's Memorandum and Articles of Association;

2. AUDITORS

IT WAS RESOLVED that Messrs Ernst Winney be appointed as Auditors to the Company to hold office until the conclusion of the first Annual General Meeting of the Company.

3. ACCOUNTING REFERENCE DATE

IT WAS RESOLVED that the Company adopt as its 'Accounting Reference Date'.

4. DISTINGUISHING NUMBERS FOR SHARES

IT WAS RESOLVED that so long as all the issued and fully paid Ordinary Shares of the Company rank pari-passu in all respects distinguishing numbers for the Ordinary shares should not be maintained.

5. REGISTRATION OF SHARE TRANSFERS

THERE WERE PRODUCED the following duly executed and stamped transfers by registered Members of the Company of shares of £1 each of the Company (share certificates in respect of the shares not having been issued by the Company) and IT WAS RESOLVED that they be approved, the respective transferees be entered in the Register of Members as the holders of such shares, the relative share certificates be prepared, the Common Seal of the Company be affixed thereto in the presence of any two directors or any director and the Secretary and that such certificates be issued to the holders accordingly:-

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Swift Incorporations Limited	Caroline Bond and others	1
Instant Companies Limited	William M. Clarke and others	1

6. REGISTERED OFFICE

IT WAS RESOLVED that the registered office of the Company be changed to 100 Fetter Lane EC4A 1DD.

7. WRITTEN RESOLUTIONS

IT WAS REPORTED that it was proposed to circulate to the members written resolutions to alter its Memorandum of Association and to adopt new Articles of Association and THERE WERE PRODUCED the form of written resolutions setting out the appropriate special resolutions and a print of the proposed new Articles of Association and IT WAS RESOLVED that the resolutions and the print of the proposed new Articles of Association each be approved and that a copy of each of them be sent to each shareholder entitled to receipt.

8. FILING OF RETURNS

The Secretary was instructed to prepare, sign and arrange for the filing of the following returns with the Registrar of Companies.-

- 8.1 a reprint of the Memorandum of Association of the Company and a print of the new Articles of Association upon the passing of the special resolutions;
- 8.2 Form 224
- 8.3 Form 287

.....*Marion Allford*.....
Marion Allford