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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

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

To the Registrar of Companies

For official use

For official use

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

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2407362

Name of company

SLOOP MARK LIMITED

* Insert full
name of CompanyI, SUNDER MANSUKHANIof 70-74 City RoadLondon EC1Y 2DQ† delete as
appropriate

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 88 Bilton Road,
Greenford, Middx UB6 7BW

Declarant to sign below

the 28th day of JuneOne thousand nine hundred and eighty-ninebefore me 

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

J. P. ULLER
88 BILTON ROAD
GREENFORD, MIDDX
UB6 7BW

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

STEPHEN COX
LAW SERVICES

70/74 CITY ROAD, LONDON EC1Y 2DQ
TELEPHONE: 01-490 4112 TELEX: 621117
FAX: 01-490 2735 DX: 35604 FINSBURY

For official Use

New Companies Section

Post room

8 JUL 1989

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

*Insert full name
of company

SCOOPMARK LIMITED

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

70/74 City Road,		
LONDON	Postcode	EC1Y 2DQ

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

STEPHEN COX LAW SERVICES		
70/74 City Road,		
LONDON	Postcode	EC1Y 2DQ

Number of continuation sheets attached (see note 1)

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

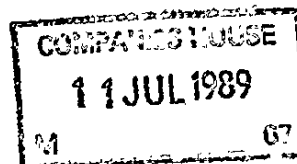
**STEPHEN COX
LAW SERVICES**

70/74 CITY ROAD, LONDON EC1Y 2DQ
TELEPHONE 01-40 1412 TELEX 88112
FAX 01-40 256 10X 40112/100

For official use

General Section

Post room



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:

Name (note 3)		Business occupation	
SUNDER MANSUKHANI		Formation Agent	
Previous name(s) (note 3)		Nationality	
		British	
Address (note 4)		Date of birth (where applicable)	
70/74 City Road		(note 6)	
London	Postcode	EC1Y 2DQ	
Other directorships†			
STEPHEN COX LAW SERVICES LTD			
STEPHEN COX & CO. (MICROFILMING) LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 28th June 89	

Please do not write in this margin

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

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, secretaries, of the company are as follows:

Name (notes 3 & 7)

LYNN HUGHES

Previous name(s) (note 3)

CARRINGTON

Address (notes 4 & 7)

70/74 City Road

LONDON

Postcode

EC1Y 2DQ

I consent to act as secretary of the company named on page 1

Signature

L. Hughes

Date

28th June 89

Name (notes 3 & 7)

Previous name(s) (note 3)

Address (notes 4 & 7)

Postcode

I consent to act as secretary of the company named on page 1

Signature

Date

Signature of agent on behalf of subscribers

S. Man Singh

Date

28th June 89

Signed

Date

Signed

Date

Signed

Date

Signed

Date

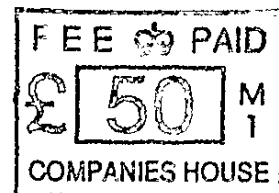
Signed

Date

Signed

Date

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

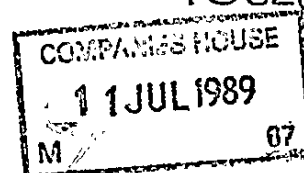
MEMORANDUM OF ASSOCIATION

of

SCOOPMARK LIMITED

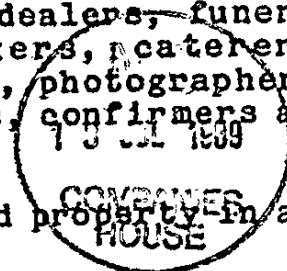
£1500x30 Lloyds

106286



1. The name of the Company is SCOOPMARK LIMITED
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are :
 - (A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
 - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
 - (3) To carry on all or any of the following businesses: proprietors of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets; wine and spirit merchants, licensed victuallers, bankers, financial agents and brokers, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobacconists, confectioners, printers, stationers, garage proprietors, caravan dealers, funeral directors and undertakers, bookmakers, caterers, consultants, estate agents, hairdressers, photographers, security contractors and detective agents, confirmers and shipping agents.

(4) To buy, sell and develop land and property in any part of the world.



(B) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or

incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

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


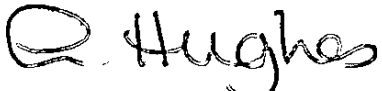
(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.


5. The share capital of the Company is £100.00 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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
 SUNDER MANSUKHANI 70-74 City Road, London, EC1Y 2DQ.	ONE
 LYNN HUGHES 70-74 City Road, London, EC1Y 2DQ.	ONE

DATED 28th June 1989.

WITNESS to the above signatures :


MANZOOR M. SHAIKH
70-74 City Road,
London, EC1Y 2DQ.

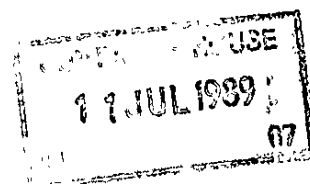
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SCOOPMARK LIMITED



PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
- (b) any allotment of, or agreement 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

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise

dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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.

TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article 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.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or

deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

9. 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 auditors for the time being of the Company.

DIRECTORS

10. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification.

11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

ROTATION OF DIRECTORS

12. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

15. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers

S. Mansukhani

SUNDER MANSUKHANI
70-74 City Road,
London, EC1Y 2DQ.

E. Hughes

LYNN HUGHES
70-74 City Road,
London, EC1Y 2DQ.

DATED *28th* June 1989.

WITNESS to the above signatures :

M. Shaikh

MANZOOR M. SHAIKH
70-74 City Road,
London, EC1Y 2DQ.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2407362

I hereby certify that

SCOOPMARK 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 24 JULY 1989**

E. Owen
E. OWEN

an authorised officer

Company No.: 2407362

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

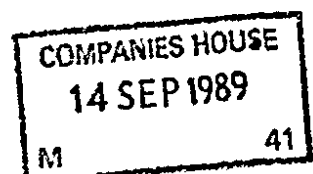
SCOOPMARK LIMITED

AT an Extraordinary General Meeting of the above named Company duly convened and held on 7th September 1989 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

- (1) THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3 thereof and by the substitution therefor of the new clause 3 contained in the print produced to the Meeting marked 'A' and initialled by the Chairman for the purposes of identification.
- (2) THAT the Articles of Association of the Company in the form produced to the Meeting marked 'B' and initialled by the Chairman for the purposes of identification be and they are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Amrita Patel
.....
Chairman of the Meeting



Certificate No: 2407362

A
P

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

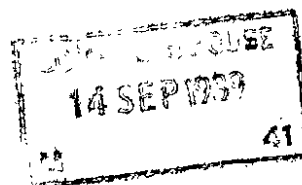
SCOOPMARK LIMITED

(As amended by Special Resolution passed on 7 September 1989)

Incorporated on 24th July 1989

Evershed, Wells & Hind
Solicitors
Birmingham B3 3LX

DOC ID: CENTRAL R NO. 1715



The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

SCOOPMARK LIMITED

(As amended by Special Resolution passed on 7 September 1989)

-
1. The name of the Company is SCOOPMARK LIMITED.
 2. The registered office of the Company will be situate in England and Wales.
 3. The objects for which the Company is established are:-
 - 3.1 3.1.1 To purchase or otherwise acquire sell lease or licence or otherwise dispose of letters patent, registered designs, trade marks, design rights, brevets d'invention, copyright, knowhow, concessions, licences, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any interest in them, whether in the United Kingdom or elsewhere.
 - 3.1.2 To register any patents for any inventions, or obtain exclusive or other privileges in respect of the same in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, trade marks, registered designs, brevets d'invention, concessions, licences or other rights or privileges, Act of Parliament or provisional orders, either in the United Kingdom or elsewhere.
 - 3.1.3 To manufacture and produce, and trade and deal in, all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, registered design, trade marks, brevets d'invention, design right, concessions, knowhow,

licences, inventions, rights or privileges.

- 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable or more profitable, any of the Company's property, rights or activities.
- 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, 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 or any branch or department thereof.
- 3.4 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 Directors of the Company may think fit.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatsoever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatsoever by any person, firm or company, including (but not limited to):-
- 3.6.1 any liabilities and obligations whatsoever of, and the repayment or payment of any moneys whatsoever by, any company which is for the time being or is likely to become the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or

otherwise associated with the Company in business; and

- 3.6.2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- 3.6.3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities.
- 3.7 To borrow or raise by any means (including but not limited to the issue of securities) money for the purposes of or in connection with the Company's business.
- 3.8 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities by way of mortgage, either outright or by way of security for the performance of any contracts or any debts, liabilities or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertaking the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner, and to advance money or give credit to such persons and on such terms, as may from time to time be thought fit.
- 3.10 To receive money on deposit or loan upon such terms as the Directors of the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To provide pensions, insurances, allowances, gratuities, bonuses and incentives and benefits of every description to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or of any predecessor in business of any such company or the dependants or relatives of any of such persons and to establish and maintain or concur in establishing and

maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing such benefits as aforesaid for any such persons as aforesaid including, but not limited to, retirement benefits and/or life assurance schemes and/or profit sharing, share option, share holding or other incentive or bonus schemes.

- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 To pay for any property or rights acquired by the Company either in cash or 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 Directors of the Company may determine.
- 3.14 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 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 mortgage debentures or debenture stock, 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 Directors of the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company or person.
- 3.16 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- 3.17 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Directors of the Company, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the officers, ex-officers, employees or ex-employees of any predecessor in business of the Company or any such company as aforesaid.
- 3.19 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- 3.20 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.21 To do all or any of the above things in any part of the world and either as principal, agent, trustee, nominee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.22 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred or other special rights privileges.

WE, the several persons whose names and addresses 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**

Sunder Mansukhani
70-74 City Road
London
EC1Y 2DQ

One

Lynn Hughes
70-74 City Road
London
EC1Y 2DQ

One

DATED: 28th June 1989

WITNESS to the above signatures:

Manzoor M. Shaikh
70-74 City Road
London
EC1Y 2DQ

Certificate No. : 2407362

B
OF

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

SCOOPMARK LIMITED
(Adopted by Special Resolution passed on 7-9-89)

Incorporated on 24th July 1989

ID: 1728
LIBRARY: CENTRAL

Evershed, Wells & Hind
Solicitors
Birmingham B3 3LX

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES of ASSOCIATION

of

SCOOPMARK LIMITED

(Adopted by Special Resolution passed on 7.9.89)

PRELIMINARY

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations (hereinafter referred to as "Table A") contained in Table A of The Companies (Tables A to F) Regulations 1985 as amended shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 24, 40, 54, 64, 73 to 81 (inclusive), 89, 94 to 98 (inclusive) and 115 of Table A shall not apply to the Company.
3. In regulation 1 of Table A the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".
4. In these Articles the expression "Controlling Company" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company for the time being.

SHARES

5. 5.1 No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company or some other person expressly nominated for the purpose by the Controlling Company in writing but subject thereto all the unissued

shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to Section 80 of the Act, and provided that no shares shall be issued at a discount.

- 5.2 The provisions of subsection (1) of Section 89 and Section 90 of the Act shall not apply to the Company.

LIEN

6. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER AND TRANSMISSION

7. If any member being a Director shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.

8. 8.1 The Directors may refuse to register the transfer of any share unless:-

(a) it is lodged at the registered office of the Company or at such other place as the Directors may appoint and it is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) it is in respect of only one class of shares.

- 8.2 Without prejudice to Article 8.1, the Directors may refuse to register the transfer of any share other than a transfer which complies with Article 5.1 and shall not be required or bound to state the reason for any refusal.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

10. The words and figures "Subject to regulation 51 of these regulations" shall be inserted before the words "A poll shall be taken" in regulation 49 of Table A.

VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member entitled to vote who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a corporate body) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.
12. A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

DIRECTORS

13. In these Articles the expression "the Directors" means the directors for the time being of the Company or (as the context shall require) any of them acting as the Board of directors of the Company.
14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of, and to attend and speak at, all general meetings of the Company.
15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

NUMBER OF DIRECTORS

16. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as directors of the Company, namely:-
- (a) any person who is a director of the Controlling Company for so long only as such person is a director of the Controlling Company; and
 - (b) any other person approved by the Board of directors of the Controlling Company for so long only as such person is so approved.

The certificate of the Secretary or the Assistant Secretary (if any) of the Controlling Company as to whether or not any person (other than the person giving such certificate) is approved by the Board of directors of the Controlling Company shall be conclusive for all purposes under paragraph (b) of this Article.

APPOINTMENT AND RETIREMENT OF DIRECTORS

17. The Company may by ordinary resolution appoint any person eligible under Article 16 to be a Director either to fill a vacancy or as an addition to the existing Directors.
18. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 16 to be a Director and to remove any Director (however appointed) from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
19. The Directors shall have power at any time, and from time to time, to appoint any person eligible under Article 16 to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
20. The Directors shall not be liable to retirement by rotation.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

21. The office of a Director shall be vacated if:-
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or insolvent or make any arrangement or composition with his creditors; or
 - (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) (not being precluded from so doing by the terms of any contract with the Company) by notice in writing he resigns the office of Director; or
 - (e) he is removed from office under Article 18; or
 - (f) he ceases to be eligible under Article 16; or
 - (g) he shall for more than six consecutive months have been absent without permission of the Directors from meetings

of the Directors held during that period and the Directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

23. In addition and without prejudice to regulation 82 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

DIRECTORS' APPOINTMENTS AND INTERESTS

24. The final sentence of regulation 84 of Table A shall not apply to the Company.

DIRECTORS' GRATUITIES AND PENSIONS

25. The words and figures "Without prejudice to the generality of regulation 70" shall be inserted before the words "The directors may provide benefits" in regulation 87 of Table A.

PROCEEDINGS OF DIRECTORS

26. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company or his alternate.
27. Any Director or member of a committee of the Board of Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.
28. Provided a Director declares his interest therein in any manner provided by the Act he may vote as a Director at any meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum at any such meeting where such a matter is under consideration.

BORROWING POWERS

29. Without prejudice to the generality of regulation 70 of Table A, the Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and, subject to Section 80 of the Act, 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.

NOTICES

30. 30.1 In regulation 112 of Table A, the words "or by telex or facsimile" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope".
- 30.2 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.

WINDING UP

31.

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

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

--	--	--	--

2407362

Name of company

* SCOOPMARK LIMITED

* Insert full name
of company

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	0	0	9
---	---	---	---

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 24th August 1989

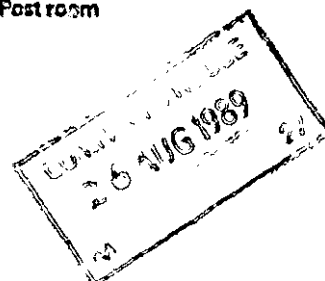
Presenter's name address and
reference (if any):

EVERSHED, WELLS & HEND
10 NEWHALL STREET
BIRMINGHAM B3 3LX

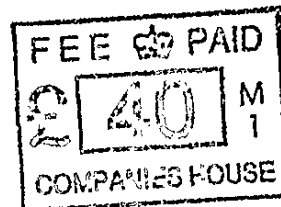
Ref:

For official Use
General Section

Post room



Company No. 2407362



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SCOOPMARK LIMITED

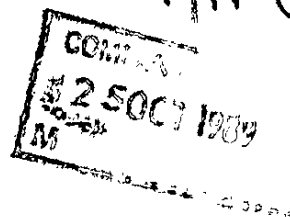
AT an Extraordinary General Meeting of the above named Company duly convened and held on 18th October 1989 the following Resolution was duly passed as a Special Resolution:

RESOLUTION

That the name of the Company be changed to: KENWOOD MARKS LIMITED

3/11/89

Terence Parker
Chairman of the Meeting



N/W EAO

141687.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2407362

I hereby certify that

SCOOPMARK LIMITED

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

KENWOOD MARKS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3 NOVEMBER 1989

A handwritten signature in black ink, appearing to read 'D. James'.

D. JAMES

an authorised officer

G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

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

2407362

Name of company

KENWOOD MARKS 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.

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 3

3. The current accounting reference period of the company is to be treated as [shortened] ~~extended~~ and ~~terminated~~ ~~terminated~~ [will come to an end] on

Day Month Year

3 1 0 3 1 9 9 2

† delete as appropriate

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.

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

6. Signed *Martin Eastwood*

Designation: Secretary

Date 3.2.1992

Presenter's name address
telephone number and reference (if any):
Martin Eastwood
Kenwood Marks Limited
New Lane
Havant, Hants. PO9 2NH
ME/PAJ
0705 476000

For official use
D.E.R.

Post room