

G

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

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

1111

Name of company

\* MAWLAW 100 LIMITED

\* Insert full  
name of Company

I, SUSAN CAROL SMITH AUTHORIZED SIGNATORY FOR MAWLAW  
OF SECRETARIES LIMITED OF 20 BLACK FRIARS LANE, LONDON  
EC4V 6HD

† 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 ~~Companies Act 1985~~ **FRANCIS BUESSE** ~~Companies Act 1835~~

Declared at Solicitor  
3/4 ST. ANDREWS HILL  
LONDON EC4V 5BY

Declarant to sign below

the 7th day of Feb  
1991  
One thousand nine hundred and 1991  
before me FRANCIS BUESSE

*S. Smith*

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

Presentor's name address and  
reference (if any): Reg 125

For official Use New Companies Section <b>NC</b> 13 FEB 1991 COMPANIES HOUSE	Post room
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COMPANIES HOUSE

10

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

This form should be completed in black.

CN

2583988

For official use ☐

Company name (in full)

MAULAW 100 LIMITED

Registered office of the company on  
incorporation.

RO

20 BLACK FRIARS LANE

Post town LONDON

County/Region

Postcode EC4U 6HD

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name

RA

ROWE & MAW

20 Black Friars Lane

EC4U 6HD

Post town

County/Region

Postcode

Number of continuation sheets attached

4

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

ROWE & MAW  
20 Black Friars Lane  
EC4U 6HD

Reg: 125

Postcode

Telephone 071 248 4282

Extension

**Company Secretary** (See notes 1-5)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

**Directors** (See notes 1-5)

Please list directors in alphabetical order.

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Page 2

Consent signature

CS

MAWLAW SECRETARIES LIMITED

AD 20 BLACK FRIARS LANE

Post town LONDON

County/Region

Postcode EC4U 6HD

Country ENGLAND

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

Signed

*J. Smith*  
and on behalf of  
MAWLAW SECRETARIES LTD Date 6/2/91

CD

JOHN KEITH

OLDALE

AD "LITTLE COOPERS"

COOPERS HILL

Post town EVERSLEY, YATELEY

County/Region HANTS

Postcode RG27 0QA

Country ENGLAND

DO 29 11 37

Nationality NA BRITISH

OC SOLICITOR

OD LIST ATTACHED

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

Signed

*K. Oldale*

Date 6.2.91

1. *Stenotaphrum* L. = 5;

\*Style/Title

**Surname**

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

**Business occupation**

### Other directorships

\* Voluntary details

**Consent signature**

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

**All the subscribers must sign either personally or by a person or persons authorised to sign for them**

Page 3

CD

GEOFFREY BRIAN  
SMETHURST

AD: 7 BIRCHWOOD AVENUE  
SOUTHBOROUGH

Post town TUNBRIDGE WELLS

County/Region KENT

Postcode TN11 0UD Country ENGLAND

DO 26 01 31 Nationality NA BRITISH

OC CHARTERED SECRETARY

OD LIST ATTACHED

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

Signed *G. B. Smethurst* Date 6.2.91

ROWE & MAW  
 2010 10 10  
 EC410000

Signature of agent on behalf of all subscribers      Date 6.2.91

[illegible]

## Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name and number.

- 6 The address for companies registered in England and 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

J K OLDALE - Directorships

Present

Elsevier UK Holdings Limited  
R&M (Stafford House) Service Company Limited  
Universal Royalties Limited  
Mawlaw Secretaries Limited

Past

Resigned

Elsevier International Projects Limited	31.12.86.
F Meyers (Holdings) Limited	31.12.86.
Project Supervision Limited	24.01.87.
Clasco Corporation Plc	18.04.88.
Ranchshield Limited	05.10.88.
Mastersell Limited	31.12.88.
Griffin Financial Limited	31.03.89.
Polmere Limited	Dissolved March 89

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G. B. SMETHURST - FORMER DIRECTORSHIPS

Ceased

Zobo Construction Management Limited	23.12.85
Starstream Limited	04.03.86
Ryan Air Courier Limited	01.04.86
Ryan Air UK Limited	01.04.86
Tower Maritime Hotels plc	21.05.86
Sheltonian Limited	11.09.86
Marine Surveys Limited	19.09.86
Ampercord Limited	31.10.86
Delta Scientific Corporation (UK) Limited	11.08.86
Aberdens Limited	30.01.87
Chantella Yachts Ltd	22.04.87
Serbyco Europe Ltd	30.06.87
Lapointe Broach Co. Ltd	01.10.87
Owen & Gibb Limited	(Dissolved)
Carterhatch Investments Limited	09.11.87
Premier Incentives Ltd	01.12.87
Victoria Road (Burgess Hill) Management Co. Ltd	30.11.87
Plymouth Cabelvision Limited	(Dissolved)
Brillcrown Ltd	05.01.88
Theale Holdings Ltd	04.03.88
Bredero Regent Street Ltd	05.04.88
Clasco Corporation plc	
Brentstile Ltd	28.04.88
Sealplace Ltd	02.03.88
Eldonmoor Ltd	27.05.88
Team 3 Designs Ltd	01.06.88
Montrose Television Limited	08.06.88
GPA Aerospace Investments Ltd	01.08.88
White Tie Limited	01.08.88
Freshmarsh Limited	04.08.88
Astraling Ltd	22.08.88
SGL Public Image Ltd	12.09.88
Regency Financial Services Ltd	30.09.88
Regency Asset Management Ltd	30.09.88
Regency Investment Management Ltd	30.09.88
K & J Construction Corporation Ltd	01.10.88
Ranchshield Limited	05.10.88
Dockmanor Ltd	25.11.88
GPA Jetprop Ltd	28.12.88
Blueberry Design Ltd	08.12.88
Lampworth Ltd	.88
City of London Stockbrokers Ltd	14.12.88
Mastersell Ltd	31.12.88

London City Stockbrokers Ltd	19.01.89
Thamesworld Plc	31.01.89
Bredero Banbury Ltd	01.03.89
Pegeven Ltd	06.03.89
Laserghide Ltd	22.03.89
H S Hansen UK Ltd	17.03.89
John Sisk & Son (Northern) Ltd	10.03.89
Secure Travel Services Ltd	22.03.89
Princess Air Plc	30.05.89
Miscotime Limited	27.05.89
Lucas Trustees Ltd	.06.89
Crestvan Ltd	17.07.89
Sendworth Ltd	17.07.89
Vakoset Ltd	14.08.89
Audio Visual Electro Acoustic Technologies Ltd	17.08.89
Saltmill Ltd	25.08.89
Ferryman Ltd	27.11.89
The Waterside Consultancy Ltd	11.06.90
Action Replay Stores Ltd	10.12.90
Contact Stores Ltd	10.12.90



G B SMETHURST - DIRECTORSHIPS

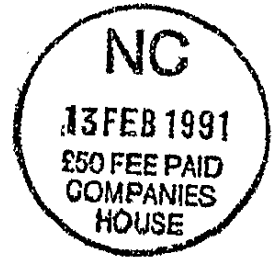
BEP Data Services Ltd  
Berkshire Racing Stables Ltd  
Champagne Lanson (UK) Ltd  
European Expedite Limited  
Elsevier Editorial Services Ltd  
Elsevier Reserve Ltd  
Frontier Refreshment Services Ltd  
Geo Abstracts Ltd  
GPA Europe Limited  
GPA Financial Services Limited  
Integrated Broadband Communications Ltd  
Mawlaw Secretaries Limited  
The Trade and Technical Press Ltd

2583988  
455  
20/2

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
of  
MAWLAW 100 LIMITED



1. The name of the Company is "MAWLAW 100 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 (a) To carry on business as agents, consultants, experts and advisers in or in relation to investments, the organisation and administration of business, business conditions, exchange controls, tax structures and liabilities, trade practices and prices, marketing, production, storage, distribution, sales, shipping, transport, insurance and services generally; to render advisory, investigatory, supervisory, managerial, investment, training, personnel, selection, human resource development and other services of every kind and description; to collect and publish facts, statistics, reports, articles and other information and to conduct surveys, investigations, evaluations and experiments of any description in relation to human, material or financial resources and their application or use in any business or economic undertaking; to create, own, manage, use, operate or otherwise exploit systems, media and installations for creating, storing, retrieving, disseminating, processing, reproducing or in manner using data in electronic or electrical form or by electronic or electrical or other means; to carry on the businesses of commission agents, importers, exporters, general merchants, traders and dealers both wholesale and retail, contractors, brokers, factors, distributors and commercial, financial and general agents and to carry on and undertake

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6.2.91

1250/RBd/Scotland/PS/013544

any business, transaction or operation commonly carried on by financiers, concessionaries, franchisees, merchants, industrialists and traders; and to manufacture, produce, import, export, buy, sell, barter, exchange, make advances upon or otherwise deal in goods, produce, commodities and merchandise of all kinds.

- (b) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-Clause 3.1(a) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 3.2 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue, place, underwrite or guarantee the subscription of, subscribe for, acquire or sell any shares, stocks, bonds, options, debentures, debenture stock or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage, commission and underwriting in respect of any such issue and without prejudice to the generality of the foregoing to establish or promote or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets with or without the liabilities of the Company or the promotion of which shall be calculated to advance its interests and to acquire and hold any shares, securities or obligations of any such company.
- 3.3 To invest or deal with any of the monies of the Company not immediately required for its operations in such manner with or without security and whether at home or abroad as the Company may think fit.
- 3.4 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person, firm, company or other body of any kind for the purpose of carrying on business from which the Company would or might derive any benefit whether direct or indirect.
- 3.5 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm, company or other body of any kind.
- 3.6 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs, rights of agency or distributorship and the like conferring any exclusive or non-exclusive or limited right, or any secret or other information as to any state of affairs, individual, firm, company or other body, or any invention, process, development or the like which may seem to the Company capable of being used for

any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company. To use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects and to apply for, register or by other means protect, prolong and renew whether in the United Kingdom or elsewhere any of the same.

- 3.7 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- 3.8 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- 3.9 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.10 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.11 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 3.12 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if

so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

- 3.13 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 part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business and to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or any holding company of the Company or for the purpose of reducing a liability incurred by any person for the purpose of such an acquisition subject to the provisions of Section 155 Companies Act 1985.
- 3.14 To grant indemnities of every description and to undertake obligations of every description.
- 3.15 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.16 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 3.17 To pay for any property or rights acquired by the Company or to remunerate any person, firm or company rendering services to the Company either in cash or in kind or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital 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 may be determined.
- 3.18 To sell the whole or any part of the business undertaking and assets of the Company and 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 of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital 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 Company may determine.

- 3.19 To make loans or give credit on such terms as may seem expedient with or without security to such persons, firms, companies, syndicates or other bodies of all kinds and in such cases (and in the case of loans either of cash or of other assets) as the Company may think fit.
- 3.20 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company 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.
- 3.21 To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- 3.22 To procure the Company to be registered or recognised in any country or place abroad.
- 3.23 To obtain any provisional or other order or Act of Parliament of this country or of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 3.24 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.
- 3.25 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.26 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons

referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or which may be connected with any place where the Company carries on business; to institute and maintain any profit-sharing scheme calculated to advance the interests of the Company or such persons; the said persons are any persons who are or were at any time in the employment or service of the Company or its predecessor in business or of any company which is or has been the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and the spouses, widows, widowers, families or dependants of any such persons.

- 3.27 To subscribe or guarantee money for or organise or assist any charitable, benevolent, public, general, political or useful object or for any exhibition or for any person which or who may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.
- 3.28 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive to or expedient for the advantage or protection of the Company.
- 3.29 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 3.30 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:-

- (a) 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and

(b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100,000 divided into 100,000 Ordinary shares of £1.00 each.

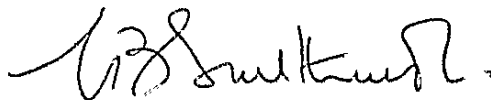


We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
---	---

GEOFFREY BRIAN SMETHURST  
7 Birchwood Avenue  
Southborough  
Tunbridge Wells  
Kent  
TN4 0UD

ONE



Chartered Secretary

SUSAN CAROL SMITH  
13 Seaton Road  
Dartford  
Kent  
DA1 3LB

ONE

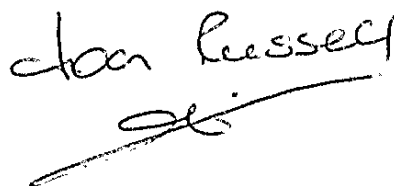


Secretary

Dated the 6th day of February 1991

WITNESS to the above Signatures:-

Joan Russell  
20 Black Friars Lane  
London  
EC4V 6HD



Secretary

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MAWLAW 100 LIMITED

1. The regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.
- 2.1 The share capital of the Company at the date of incorporation is £100,000 divided into 100,000 ordinary shares of £1 each.
- 2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- 2.3 (a) Save as otherwise provided in these Articles and subject to any renewal, revocation or variation of this authority by the Company in general meeting the directors are hereby unconditionally authorised for the purposes of Section 80 of the Act to allot dispose of and grant options and rights of conversion and subscription over relevant securities (as defined in the Act) up to an aggregate nominal amount of £99,998 during the period expiring at the end of five years from the date of incorporation of the Company.  
  
(b) The Company may at any time prior to the expiry of the authority conferred by Article 2.3(a) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.

- (c) Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.
3. In regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.
  4. In regulation 24 of Table A, the words "which is not fully paid" shall be deleted.
  5. The following shall apply to the Company in place of regulation 41 of Table A:-

"If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".
  6. The following shall apply to the Company in place of regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".
  7. Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company.
  8. A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
  9. A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a

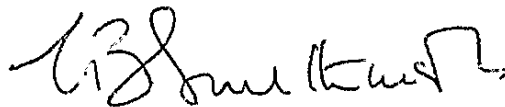
director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

---

Names, addresses and descriptions of subscribers

---

GEOFFREY BRIAN SMETHURST  
7 Birchwood Avenue  
Southborough  
Tunbridge Wells  
Kent  
TN4 0UD



Chartered Secretary

SUSAN CAROL SMITH  
13 Seaton Road  
Dartford  
Kent  
DA1 3LB



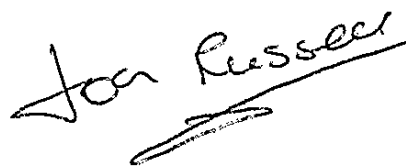
Secretary

---

Dated this 6th day of February 1991

Witness to the above signatures:-

Joan Russell  
20 Black Friars Lane  
London  
EC4V 6HD



Secretary

FILE COPY



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

No. 2583988

I hereby certify that

**MAWLAW 100 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 20 FEBRUARY 1991

*A. M. Evans.*  
A. M. EVANS

an authorised officer

445 10/5  
Company No. 2583988



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MAWLAW 100 LIMITED

Passed on 1<sup>ST</sup> May 1991

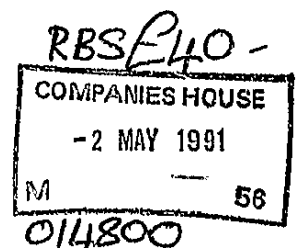
At an Extraordinary General Meeting of the Company duly convened and held at 20 Black Friars Lane, London EC4V 6HD on 1<sup>ST</sup> May 1991 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Financial Education Services Limited".

..... *[Signature]* .....

Chairman



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2583988

I hereby certify that

**MAWLAW 100 LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**FINANCIAL EDUCATION SERVICES LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 10 MAY 1991

*M. Rose*  
M. ROSE

an authorised officer



G

COMPANIES FORM No. 224

224

**Notice of accounting reference date**  
**(to be delivered within 9 months of**  
**incorporation)**

Please do not  
write in  
this margin

Pursuant to section 224 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

To the Registrar of Companies  
(Address overleaf)

Company number

2583988

Name of company

\* Financial Education Services 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 1 0 7

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed



Designation†

Secretary

Date

21.09.91

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

Ref: 270

Rowe & Maw  
20 Black Friars Lane  
London EC4V 6HD

For official use  
D.E.B.

Post room  
COMPANIES HOUSE  
18 OCT 1991  
A 12

# DORMANT COMPANY RESOLUTION

COMPANY No. 2583988

## THE COMPANIES ACT 1985, SECTION 250 SPECIAL RESOLUTION OF

FINANCIAL EDUCATION SERVICES LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,  
HELD ON THE 24<sup>TH</sup> DAY OF DECEMBER

1992

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

### EITHER

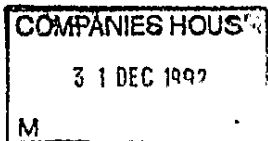
The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to the audit of accounts.

### OR

The accounts of the company for the financial year ending ~~before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to the audit of accounts.~~ having been laid

SIGNED 

Director or Secretary of company



DATE 24 12 92

N.B. The references above to the Companies Act 1985 relate to that Act as amended by the Companies Act 1989.

DORMANT COMPANY RESOLUTION

COMPANY NUMBER: 02583988

Companies Act 1985, Section 250 as amended by  
Section 14 of the Companies Act 1989  
and by SI No 1992/3003.

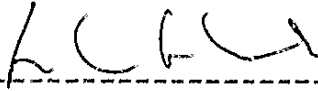
SPECIAL RESOLUTION

OF

FINANCIAL EDUCATION SERVICES LIMITED

At a general meeting of the above company, held on 24th May 1994,  
the following resolution was passed.

The company, having been dormant since its formation, resolves to  
make itself exempt from the provisions of Part VII of the  
Companies Act 1985 relating to the audit of the accounts and from  
obligation to appoint auditors.

  
----- DIRECTOR

L R HURST

21th May 1994



\*A2XEK1MG\*

AOB RECEIPT DATE: 28/05/94

DORMANT COMPANY RESOLUTION

COMPANY NUMBER: 02583988

Companies Act 1985, Section 250 as amended by  
Section 14 of the Companies Act 1989  
and by SI No 1992/3003.

SPECIAL RESOLUTION  
OF  
FINANCIAL EDUCATION SERVICES LIMITED

At a general meeting of the above company, held on 17th February 1995, the following resolution was passed.

The company, having been dormant since its formation, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of the accounts and from obligation to appoint auditors.

*L L L L*

----- DIRECTOR  
L. R. HURST

17th February 1995

