

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

12

Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use

For official use

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--

Name of company

* CHANGING FACES* insert full
name of Company

I, CHARLOTTE ANITA FISHER as a representative for HUNTSMOOR NOMINEES LTD
of 180 FLEET STREET
LONDON
EC4A 2NT

† delete as
appropriateCPS
CPS
CPS

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 1 Fetter Lane
London EC4

Declarant to sign below

the 21st day of April
One thousand nine hundred and ninety-two
before me [Signature]

Charlotte Fisher
FOR AND ON BEHALF OF
HUNTSMOOR NOMINEES LIMITED

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

C. P. SCHWED

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

TAYLOR JOYNSON GARRETT
180 FLEET STREET
LONDON
EC4A 2NT
TEL: 071-430-1122
REF: CAF

For official Use

New Companies Section

Post room

G

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

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

Note
This declaration should accompany the application for the registration of the company

* Insert full name of company

† delete as appropriate

For official use

Company number

For official use box

Company number box

Name of company

* CHANGING FACES

I, CHARLOTTE A FISHER, A REPRESENTATIVE OF HUNTSMOOR NOMINEES LTD
of 180 FLEET STREET
LONDON EC4A 2HT

a ~~Solicitor engaged in the formation of the above named company~~ [person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 1, Fetter Lane
London EC4

Declarant to sign below

the 7th day of April
One thousand nine hundred and ninety-two
before me [Signature]

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

C. P. SCHWER
(Solicitor)

Charlotte Fisher
FOR AND ON BEHALF OF
HUNTSMOOR NOMINEES LIMITED

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

TAYLOR JOYNSON GARRETT
180 FLEET STREET
LONDON EC4A 2HT
REF: NJC/DXC

For official Use
New Companies Section



Post room



OYEZ

CHA1

10

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

This form should be completed in black.

Company name (in full)

CN

2710440

For official use

F

CHANGING FACES

Registered office of the company on
incorporation.

RO

180 FLEET STREET

Post town LONDON

County/Region

Postcode EC4A 2NT

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.

X

Name TAYLOR JOYNSON GARRETT

RA

180 FLEET STREET

Post town LONDON

County/Region

Postcode EC4A 2NT

Number of continuation sheets attached

0

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

TAYLOR JOYNSON GARRETT

180 FLEET STREET

LONDON

Postcode EC4A 2NT

Telephone 071 430 1122

Extension 2239

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

CS HUNTSMOOR NOMINEES LIMITED

AD 180 FLEET STREET

Post town LONDON

County/Region _____

Postcode EC4A 2HT Country ENGLAND

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

Signed [Signature] Date 7-4-92
FOR AND ON BEHALF OF
HUNTSMOOR NOMINEES LIMITED

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

Consent signature

CD HUNTSMOOR LIMITED

AD 180 FLEET STREET

Post town LONDON

County/Region _____

Postcode EC4A 2HT Country ENGLAND

DO N/A Nationality **NA** BRITISH

OC LIMITED COMPANY

OD N/A

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

Signed [Signature] Date 7-4-92
FOR AND ON BEHALF OF
HUNTSMOOR LTD.

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

Consent signature

CD

HUNTSMOOR NOMINEES LIMITED

AD

180 FLEET STREET

Post town

LONDON

County/Region

Postcode

EC4A 2NT

Country

ENGLAND

DO

N/A

Nationality

NA

BRITISH

OC

LIMITED COMPANY

OD

N/A

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

Signed

David W. Fisher
FOR AND ON BEHALF OF
HUNTSMOOR NOMINEES LIMITED

Date

7-4-92

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.

Signature of agent on behalf of all subscribers

Date

7-4-92

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

75255.

- (6) To conduct and commission public relations activities.
- (7) To arrange teaching activities of all kinds including lectures and classes and publish books and periodicals.
- (8) To publicise information on the best medical treatments for disfigurement.
- (9) To accept subscriptions and donations.
- (10) To co-operate and enter into arrangements with public and local authorities and to obtain rights and privileges from them.
- (11) To purchase, take on lease or in exchange hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust) and to construct maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) sell lease or otherwise dispose of mortgage any such real or personal estate.
- (12) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.
- (13) To borrow or raise money for the objects of the Company on such terms (and with such consents as are by law required) and on such security as may be thought fit but no form of permanent trading shall be undertaken in the raising of funds.
- (14) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company.
- (15) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company and all cheques shall be signed by [two] Directors.
- (16) To invest the moneys of the Company not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Company shall in its absolute discretion think fit.
- (17) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

- (18) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- (19) To print and publish and to arrange to have printed and published either gratuitously or by way of sale any reports, periodicals books or leaflets which are desirable for the promotion of the objects of the Company.
- (20) To undertake and execute charitable and any other trusts.
- (21) To employ and pay any person or persons not being a Director to supervise, organise, carry on the work of and advise the Company.
- (22) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (23) To amalgamate with any charitable companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (24) To pay out of the funds of the Company the costs charges and expenses necessary for the formation and registration of the Company.
- (25) To do all such other lawful things as are necessary to the attainment of the objects of the Company or any of them:

PROVIDED ALWAYS that -

- (a) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (b) In case the Company shall take or hold any property subject to the jurisdiction of the court or the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law.

- (c) In case the Company shall take or hold any property which may be subject to any trust the Company shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company: PROVIDED THAT nothing herein contained shall prevent -

- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any members of the Company in return for any services actually rendered to the Company; nor
- (b) the payment of interest on money lent by any member of the Company or of its board of Directors at a rate per annum not exceeding 2% less than the base rate prescribed for the time being by National Westminster Bank PLC or [3%] whichever is the greater or reasonable and proper rent for premises demised or let by any members of the Company or its board of Directors.

But so that no Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for the premises demised or let to the Company so however that this restriction shall not apply to any payment to any company of which a member of the Board of Directors may be a member and in which such member shall not have more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted

before the time at which he ceases to be a member and out of the costs charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other charitable institution or institutions having similar objects to the Company and which shall prohibit the distributions of its or their income and property among its or their members to an extent at least as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.
-

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

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

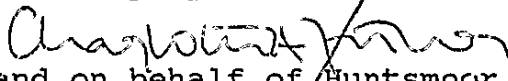
Huntsmoor Nominees Limited
180 Fleet Street
London EC4A 2NT

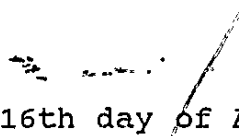
Limited Company


For and on behalf of Huntsmoor Nominees Limited


Huntsmoor Limited
180 Fleet Street
London EC4A 2NT

Limited Company


For and on behalf of Huntsmoor Limited


DATED the 16th day of April 1992

WITNESS to the above signatures


180 Fleet Street
London EC4A 2NT

Paralegal

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

CHANGING FACES

1. In these regulations -

"The Act" means the Companies Act 1985 as amended by the Companies Acts 1989 and these Articles shall be construed with reference thereto

"The Company" means the above named Company

"The Seal" means the common seal of the Company

"The Secretary" means any person appointed to perform the duties of the Secretary of the Company

Expressions referring to writing shall, unless the contrary intention appears to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form

"The Office" means the registered office of the Company

Unless the definitions set out above or in the context otherwise require, words or expressions contained in these Articles shall bear the same meanings as they have when used in the Act or any statutory modifications thereof in force at the date at which these Articles became binding upon the Company.

2. The Company is established for the purpose expressed in the Memorandum of Association and the number of members with which the Company proposes to be registered shall be three but the Directors may from time to time register an increase in members.

MEMBERS AND MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company. The rights of a member shall not be transferable or transmissible.

4. (a) Every member of the Company shall either sign a written application or consent to become a member or sign the register of members on becoming a member.
 - (b) It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.
5. The Secretary shall keep an accurate register of members of the Company.
6. Any member may withdraw from the Company by giving six months' notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.
7. The sole right of admission to membership shall be vested in the Directors who may without showing cause refuse to submit any person as a member of the Company.
8. The Directors may also without showing cause by a resolution passed by a majority consisting of not less than two-thirds of the Directors present at a special meeting of the Directors of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or (inter alia) for the purpose of considering such resolution refuse to continue any person as a member of the Company and if any such resolution shall be so passed then (subject as in Article 7 provided) such person shall cease to be a member and his name shall be removed from the register of members.
9. It shall be lawful for the Directors to provide for the admission of such persons as they may think fit to be Associates or Friends of the Company and for the rights, duties and liabilities (if any) of such Friends but so that such person shall not by virtue only of having been admitted to be such Friends as aforesaid be members of the Company and that such rights shall not include a right to speak or vote at General Meetings of the Company.

GENERAL MEETINGS

10. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify in the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next; PROVIDED THAT so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.
11. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
12. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least and a meeting for the passing of an Ordinary Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under the Articles of the Company entitled to receive such notices from the Company PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it so agreed
 - (a) in the case of a meeting called as the Annual General Meeting by all members entitled to attend and vote thereat and

- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

14. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment and the fixing of the remuneration of the Auditors.
16. 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 save as herein otherwise provided, two members present in person shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not 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 at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
18. The Chairman if any of the Board or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
19. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
- (a) by the Chairman or
 - (b) by at least three members present in person or by proxy or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

22. Except as provided in Article 25 if a poll is duly demanded ~~it shall~~ be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
24. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been

demande may be proceeded with pending the taking of the poll.

25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

26. Every member shall have one vote.
27. No members shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
30. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We,
of
in the County of being
a member/members of the Company
hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on
my/our behalf at the [Annual or
Extraordinary as the case may be]
General Meeting of the Company to be
held on the day of 19
and at any adjournment thereof

Signed this day of 19

32. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We
of
in the County of being
a member/members of the Company,
hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on
my/our behalf at the [Annual or
Extraordinary, as the case may be]
General Meeting of the Company to be
held on the day of
19 and at any adjournment thereof

Signed this day of 19

This form is to be used *in favour of the
against
resolution

Unless otherwise instructed the proxy will vote as he thinks fit

* Strike out whichever is not desired

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the Principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

35. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

HONORARY OFFICERS

36. It shall be lawful for the Directors to provide for the creation of the office of President and one or more Vice-Presidents and Patrons of the Company for the admission and retirement of persons to such offices and for the powers, rights, duties and liabilities if any of such persons, but so that such persons shall not by virtue only of having been admitted to be Honorary Officers be members of the Company and that such rights shall not include a right to speak or vote at General Meetings or meetings of the Directors of the Company.
37. Until otherwise determined by a General Meeting the members of Directors shall not be less than three nor more than twelve.
38. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
39. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

40. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

POWERS AND DUTIES OF DIRECTORS

41. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
42. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers and authorities not exceeding those vested in or exercisable by the Directors under these Articles and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
44. The Directors shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of Officers, Associates and Honorary Officers made by the Directors
 - (b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors

- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of the Directors

DISQUALIFICATION OF DIRECTORS

45. The office of Director shall be vacated if the Director:
- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under any Section of the Company Directors Disqualification Act 1986; or
 - (d) becomes of unsound mind; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in a manner required by Section 317 of the Act; or
 - (f) resigns his office by notice in writing to the Company.
46. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 324 of the Act.

ROTATION OF DIRECTORS

47. At the first Annual General Meeting of the Company all Directors shall retire from office and at the Annual General Meeting in every subsequent year after the fifth year one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
48. (a) The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(b) A retiring Director shall be eligible for re-election.

49. The Company at the meeting at which such a Director retires in manner aforesaid may fill the vacated office by electing any person thereto and in default such retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
50. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
51. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Director such co-opted Directors being no more than six in number.
52. Any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the conclusion of the next following Annual General Meeting and shall be eligible for re-election at such meeting but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
53. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. 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.
54. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day

on which the Director in whose place he is appointed, was last elected a Director.

PROCEEDINGS OF DIRECTORS

55. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Directors for the time being absent from the United Kingdom.
56. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
57. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Members may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.
58. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
59. The Directors may delegate any of their powers to any Committee and the majority of any such Committee shall be Directors. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered; such conditions shall always include provision for regular and prompt reports to the Directors. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.
60. A Committee may elect a Chairman of its meetings; if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the members present

may choose one of their number to be Chairman of the meeting.

61. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
62. All acts done by any meeting of the Directors or of a Committee or by any person acting as a Director or member of a Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a Committee.
63. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

64. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

66. If the Company has a seal it shall only be used with the authority of the Directors or of a Committee of Directors. The Directors may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.

The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

The Company may dispense with the need for a company seal insofar as permitted by the Act.

ACCOUNTS

67. The Directors shall cause proper books of account to be kept with respect to
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Company or subject to Section 222 of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
69. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members, not being Directors and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
70. The Directors shall from time to time in accordance with Sections 227, 228, 231, 235, 236 and 237 of the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Company, Provided that this Article

shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with Section 384 to 393 of the Act.

NOTICES

73. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address of (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by 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 at the expiration of twenty-four hours after the letter containing the same is posted.
74. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Company.
75. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Company.

INDEMNITY

76. Subject to the provisions of the Act, every Director or other officer, employee or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

77. Any Director being a solicitor or a chartered accountant or other person engaged in any profession shall be entitled to charge and be paid all the usual professional or other charges for work done by him or his firm when instructed by other Directors so to act in that capacity and on behalf of the Charity.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Huntsmoor Nominees Limited
180 Fleet Street
London EC4A 2NT

Limited Company

Charlton
For and on behalf of Huntsmoor Nominees Limited

Huntsmoor Limited
180 Fleet Street
London EC4A 2NT

Limited Company

Charlton
For and on behalf of Huntsmoor Limited

DATED the 7th day of April 1992

WITNESS to the above signatures

Paralegal
180 Fleet Street
London EC4A 2NT

Paralegal

FILE COPY



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

No. 2710440

I hereby certify that

CHANGING FACES

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 28 APRIL 1992

P. Bevan
P. BEVAN

an authorised officer