

No. 2781951

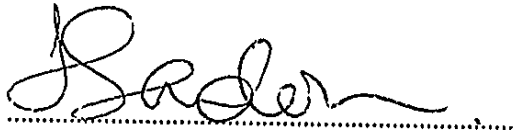
THE SANDOM PARTNER 'LIMITED

RESOLUTION IN WRITING OF THE MEMBERS
pursuant to Regulation 53 of Table A Companies
(Tables A to F) Regulations 1985, as incorporated
in the Company's Articles of Association

Special Resolution

THAT the objects of the Company be altered by deleting the whole of clause 3 of its Memorandum of Association and by substituting therefor clause 3 as set out in the re-print of the Memorandum of Association attached.

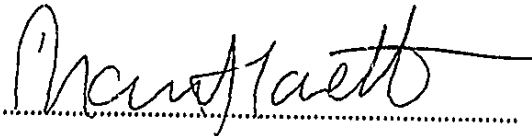
Dated 15 August 1995



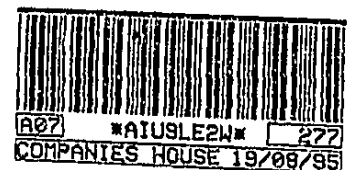
J R Sandom



H V Leeson



T A Lovett



THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE SANDOM PARTNERSHIP LIMITED

(As altered by Special Resolution passed 15 August 1995)

Incorporated 21 January 1993

No. 2781951

1 FRIAR STREET
READING
BERKSHIRE RG1 1DA

Tel (01734) 587111

Ref: PT/31/sandom/lis.mem/18/08/1995

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE SANDOM PARTNERSHIP LIMITED

(As altered by Special Resolution passed 15 August 1995)

1. The name of the Company is The Sandom Partnership Limited.
2. The Registered Office of the Company will be situate in England and Wales.
3. ¹The objects for which the Company is established are:-
 - (1) (a) To carry on business of a holding company and to do all lawful acts and things whatever which may be necessary or convenient to carry on the business of a holding company and in particular to do all lawful acts and things that its subsidiaries from time to time are empowered to do and to carry on in all its branches the business of a management and service company and to act as managers and to co-ordinate and direct the management and affairs of other companies and of the businesses, property, and estates of any persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies; and
 - (b) to carry on business as designers of all kinds including (without limitation) graphic and packaging designers, and as display and exhibition specialists, market research and sales consultants and specialists, business advisers and office organisers, art consultants, advertising and publishing consultants, artists, art editors, photographers, printers, publishers and editors; to carry on business as consultants in all forms of advertising, designing, publicity and commercial art.
- (2) To carry on any other trade or business of any description which can in the opinion of the Board of Directors be carried on advantageously in connection with or ancillary to the objects of the Company or any of them.

¹ The objects of the Company were altered by Special Resolution passed 15 August 1995.

- (3) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands and any buildings structures or engineering works on or in any lands and any rights privileges easements or concessions over or in respect of any such lands and any machinery plant stock-in-trade or other real or personal property of whatever kind necessary or convenient for the purposes of or in connection with any business which the Company may for the time being carry on or any branch or department thereof.
- (4) To build construct maintain alter enlarge adapt pull down and remove or replace any shops offices factories workshops mills wharves roads railways plant machinery and other things found necessary or convenient for furthering the objects of the Company or any of them and to join with any person firm or company in doing any of the things aforesaid.
- (5) To apply for and take out purchase or otherwise acquire and protect prolong and renew whether in the United Kingdom or elsewhere any designs trade marks patents patent rights or inventions copyright or secret processes which may be capable of furthering the Company's objects or any of them and to grant licences to use the same and to expend money in experimenting upon and testing and improving or seeking to improve any patents inventions or rights which the Company may acquire or propose to acquire.
- (6) To sell let on lease or on hire or licence surrender and accept surrender of and generally to manage turn to account grant or dispose of any rights or privileges in over or in respect of the whole or any part of the assets and undertaking of the Company in such manner and on such terms as the Company shall determine.
- (7) To give advice as consultants or otherwise for such payment fee or other reward and generally upon such terms as the Company shall think fit to any person firm or company on any subject within the competence of the Company from time to time and in particular but not limited to competence derived by the Company from the conduct of its own business or businesses and affecting the management administration or profitability of any such business including all matters relating to manufacturing production marketing distribution personnel finance and financial planning and business strategy generally.
- (8) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any company society partnership or person where such business is within the objects of the Company or possessed of property suitable for the purposes of the Company and to undertake any liabilities or obligations relating

to the business or property so purchased or acquired and to conduct and carry on or liquidate and wind up any such business.

- (9) To enter into and carry into effect any arrangement for joint working in business or for sharing profits or losses or for amalgamation with any other person firm or company carrying on or proposing to carry on any business or transaction within the objects of the Company in each case upon such terms as the Company shall determine.
- (10) To acquire by subscription purchase or otherwise and to accept take hold and sell any shares stocks debentures debenture stocks bonds securities obligations or other investments rights or interests in any company society or undertaking and to co-ordinate finance and manage all or any part of the businesses and operations of any such companies societies or undertakings.
- (11) To receive money on deposit or by way of loan or without allowance of interest thereon and generally to act as bankers for customers and others.
- (12) To invest the monies of the Company not immediately required for the purpose of its business in or upon such securities and in such manner as the Company shall from time to time determine.
- (13) To lend and advance money and give credit to such persons, firms, bodies or companies on such terms as may seem expedient and, either with or without the receipt of any consideration, security or advantage direct or indirect, and whether by personal covenant or by mortgaging, charging or depositing all or any part of the undertaking property and assets of the Company both present and future, including its uncalled capital, on such terms as may seem expedient, to guarantee, support, secure and give indemnities in respect of the performance of any contracts or obligations of and the payment or repayment of the principal amounts of, and premiums, interest and dividends on any moneys owed by, and mortgages, charges, bonds, debentures, debenture stocks, shares or other securities of any person, firm, body or company whatsoever in any part of the world.
- (14) To borrow or raise money in such manner as the Company shall think fit and for this purpose to issue any debentures or debenture stock at par or at a premium or discount and for such consideration and with such rights powers privileges and conditions and upon such terms generally as the Company shall think fit.
- (15) To secure the obligations of the Company and of any other person firm or company and for this purpose to mortgage and charge the undertaking and all or any of the

real and personal property and assets (both present and future) and all or any of the uncalled capital for the time being of the Company and to enter into any deeds or give any other assurances as collateral or further security for the same.

- (16) To draw accept make endorse discount and negotiate bills of exchange promissory notes bills of lading warrants debentures and other negotiable or transferable instruments.
- (17) To issue and allot fully or partly paid shares in the capital of the Company or any other securities which the Company has power to issue in payment or part payment for any property or rights purchased or otherwise acquired by the Company or for any services rendered to the Company.
- (18) To accept stock or shares in or the debentures mortgage debentures or other securities of any other company or corporation in satisfaction or partial satisfaction or acknowledgement of or security for any debt liability or obligation of any such company or corporation.
- (19) Upon any issue of shares debentures or other securities of the Company to employ brokers commission agents and underwriters and to provide for the remuneration of such persons for services rendered or to be rendered in placing or assisting to place any shares debentures or other securities of the Company by payment in cash or by the issue of shares debentures or other securities of the Company or by the granting of options to take the same or in any other manner allowed by law.
- (20) To pay all costs charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be in the nature or preliminary expenses including (but not limited to) the costs of advertising commissions for underwriting and brokerage printing and stationery.
- (21) To establish promote and otherwise assist any company companies for any purpose calculated or likely in any manner to further its interests or promote the objects of the Company and in particular for the purpose of acquiring any of the property assets or liabilities of the Company and to subscribe underwrite or place or assist in so doing the whole or any part of the shares or securities of such company.
- (22) To distribute among its members in specie or otherwise as may be resolved any assets of the Company and particularly the shares debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.

- (23) From time to time to subscribe contribute or guarantee money for or otherwise aid any charitable or benevolent objects or any public general or useful object or any benevolent religious political scientific national or other institutions or objects which shall have any moral or other claims to support or aid from the Company by reason of the nature of the locality of its operations or otherwise and to do any such matters as aforesaid either alone or in conjunction with any other person firm or Company.
- (24) To provide for the welfare of persons who are directors of or in the employment of the Company or of any holding company or subsidiary of the Company (in each case as defined by Section 736 of the Companies Act 1985) or were formerly directors of or in the employment of any such company or its predecessors in business or any of them and the wives husbands widows widowers families and dependants of such persons by grants of money pensions annuities gratuities and superannuation and other allowances or benefits to make payments towards insurance and to set up establish support and maintain profit sharing superannuation and other funds and schemes of all kinds (whether contributory or non-contributory) for the benefit of any such persons and to establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company or of any such persons as aforesaid.
- (25) To provide incentives for the better performance of their duties to any person firm or company rendering services to the company whether in cash or in any other manner and in particular (and without prejudice to the generality of the foregoing) to allot to him or them shares or other securities of the Company credited as fully paid in whole or in part, and to grant options to subscribe for shares of the Company on such terms as the Company shall think fit.
- (26) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may in the opinion of the Board of Directors directly or indirectly promote the Company's interests, and to oppose any proceedings or applications which may in the opinion of the Board of Directors directly or indirectly prejudice the Company's interests.
- (27) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or any

such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise otherwise than in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and, to such extent as may be permitted by law, otherwise to indemnify or to exempt any such person against or from any such liability. For the purposes of this sub-clause "holding company" and "subsidiary company" shall have the meanings in the Companies Act 1989"

- (28) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that in the opinion of the Board of Directors may be 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.
- (29) To do all or any of the matters hereby authorised in any part of the world and either alone or in conjunction with or as agents trustees or factors for any other person firm or company or by or through any agents trustees or factors.

And it is hereby declared that the objects of the Company specified in each sub-clause of this clause 3 shall (save where a contrary intention is expressed) be separate and distinct objects of the Company and shall in no way be limited by reference to or inference from the objects set forth in any other such sub-clause nor from the order in which such sub-clauses shall appear nor from the name of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £10,000 divided into shares of £1 each.

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

Name and Addresses of Subscribers	Number of Shares taken by each Subscriber
John Russell Sandom Applecote, Chalkhouse Green, Kidmore End, Berks RG4 9AN	ONE
Helen Victoria Leeson Applecote, Chalkhouse Green, Kidmore End, Berks RG4 9AN	ONE
Thoma Anthony Lovett 27 Frank Lunnon Close, Bourne End, Bucks SL8 5UP	ONE

DATED the 5th day of January 1993

WITNESS to the above signatures:-

Mary Burlington