

FILE COPY



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

Company No. 4126998

The Registrar of Companies for England and Wales hereby certifies that
RTL GROUP UK PENSION TRUSTEE LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 13th December 2000



N04126998Q

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



C O M P A N I E S H O U S E

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

4126998

Company Name in full

RTL Group UK Pension Trustee Limited

I, Nicola Rondel

of 65 Holborn Viaduct, London EC1A 2DY

† Please 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 of the Companies Act 1985]~~ † and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Nicola Rondel

Declared at 10, Snow Hill

Day Month Year

On 1/2 1/2 2/0/0/0

● Please print name.

before me ●

MARK KEVIN HALL

Signed

MKHall

Date

12-12-00

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Lovells
65 Holborn Viaduct
London
EC1A 2DY

B2/NTW/RAS
DX number 57

Tel 020 7296 2000
DX exchange London Chancery Lane

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

4126998

Company Name in full

RTL Group UK Pension Trustee Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 Stephen Street

Post town London

County / Region

Postcode W1P 1PJ

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name Lovells

Address 65 Holborn Viaduct

Post town London

County / Region

Postcode EC1A 2DY

Number of continuation sheets attached

1

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Lovells
65 Holborn Viaduct
London
EC1A 2DY

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name RTL Group UK Pension Trustee Limited

NAME *Style / Title

Ms

*Honours etc

* Voluntary details

Forename(s) Helen Linda

Surname Farnaby

Previous forename(s)

Previous surname(s)

Address

132 Henley Drive

Usual residential address

For a corporation, give the registered or principal office address.

Frimley Green

Post town Camberley

County / Region Surrey

Postcode GU16 6JT

Country UK

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

Consent signature

Colan Farnaby

Date

12 / 12 / 00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

~~Ian Ryder Marchant~~

Surname

~~Ousey~~

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

~~The White House~~~~Bakham Lane~~Post town ~~Englefield Green~~County / Region ~~Surrey~~Postcode ~~TW20 9TU~~Country ~~UK~~

Day Month Year

Date of birth

1 9 1 2 1 9 0 2

Nationality

British

Business occupation

~~Finance director~~

Other directorships

~~See continuation sheets attached~~

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

Consent signature

Date

Company name RTL Group UK Pension Trustee Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Ms

*Honours etc

Forename(s)

Sarah Frances Hamilton

Surname

Tingay

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

N8 8NS

Country

UK

Day Month Year

Date of birth

1

0

0

7

1

9

5

6

Nationality

British

Business occupation

Director

Other directorships

See continuation sheets attached

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

Consent signature

Date

12/12/00

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Ms

*Honours etc

Forename(s)

Joanne

Surname

Hall

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

7 WhiteSClose

Greenhithe

Kent

DA9 9JL

UK

Day Month Year

Date of birth

1 2 0 3 1 9 6 9

Nationality

British

Business occupation

Human Resources manager

Other directorships

None

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

Consent signature**Date**

12/12/00

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	Mr	*Honours etc	
	Forename(s)	Michael George		
	Surname	Southgate		
	Previous forename(s)			
	Previous surname(s)			
Address	44 Southdown Road			
Postcode	Shawford			
Post town	Winchester			
County / Region	Hampshire	Postcode	SO51 2BY	
Country	UK			
Date of birth	Day	Month	Year	
	1 9 0 8	1 9 5 4	Nationality British	
Business occupation	Television executive			
Other directorships	See continuation sheets attached			

Consent signature

Date 12 / 12 / 00

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Lowells

Date _____

12/12/00

Or the subscribers

Signed

Date _____

(i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

~~Signed~~

Date _____

Signed

Date _____

Notes

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

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

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.

3. Directors details:

- Show for each individual director the director's 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 person 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, or
- 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, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Sarah Frances Hamilton Tingay
List of directorships

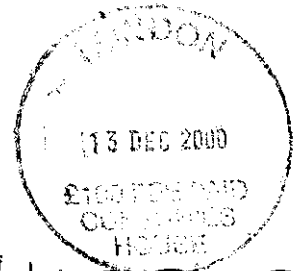
Company	Date of appointment	Date of resignation
Glandibus Limited	Pre 31/12/92	
Pearson Television Productions Limited	20/09/95	
Thames Television Holdings Limited	16/01/96	
Pearson Television Services Limited	24/08/96	
Pearson Television Music Publishing Limited	26/02/97	
Channel Three Limited	26/02/97	
Selectv Communications Consultants Limited	26/02/97	
Selectv Communications Limited	26/02/97	
Selectv International Limited	26/02/97	
Selectv Limited	26/02/97	
Pearson Television Overseas Limited	26/02/97	
PTV Dormant Limited	26/02/97	
Little Pond Television Limited	26/02/97	
The TV Sales Company Limited	26/02/97	
Witzend Productions Limited	26/02/97	
Clement/LA Frenais Productions	26/02/97	
Pearson Television Studios Limited	25/02/98	
Pearson New Entertainment Limited	27/05/98	
Pearson New Entertainment Holdings Limited	27/05/98	
Alomo Productions Limited	26/02/97	
Thames Television Limited	26/02/97	
Pearson Television Limited	24/08/00	
Television Acquisitions Two Limited	22/02/1996	07/03/1996
Television Acquisitions Limited	29/01/1996	06/03/1996
Worldwide Entertainment News Limited	08/02/1993	30/12/1996
European Channel Management Limited	09/12/1997	17/03/1998

Michael George Southgate

List of directorships

Company	Date of appointment	Date of Resignation
Fremantle (UK) Productions Limited	13/03/1998	
Pearson Television Productions Limited	14/07/1998	
Alomo Productions Limited	14/04/1999	
Pearson Television Limited	24/08/2000	
Global television Services Limited	16/07/1997	23/06/2000

The Companies Act 1985



4126798

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RTL GROUP UK PENSION TRUSTEE LIMITED

1. The name of the Company is RTL GROUP UK PENSION TRUSTEE LIMITED.
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:
 - (a) To undertake and carry on the business of acting as a trust company or corporate trustee and to undertake and carry on or hold any office or duties including, without prejudice to the generality of the foregoing, those of trustee, custodian trustee, executor, administrator, liquidator, receiver, investment adviser, guardian, receiver, committee, attorney, treasurer, manager, secretary, agent, registrar, nominee or other office or situation of trust or confidence of or for any person, company, corporation, association, pension or other scheme (or plan), unit trust, pension or other trust fund, government, state, local authority or other body politic or corporate, will, settlement (whether gratuitously or otherwise) or for any person lacking legal capacity;
 - (b) To undertake and execute trusts of any kind the undertaking whereof may seem desirable including trusts constituting pension or superannuation schemes (or plans) approved or unapproved by the Inland Revenue, life assurance, or permanent health insurance schemes, profit sharing schemes (or plans), employees' or directors' benefit

schemes or employees' or directors' share schemes (whether gratuitously or otherwise) and to exercise every trust, power or discretion lawfully exercisable by the holder of any office or situation referred to in clause 3(a) and to transact all kinds of trust and agency business;

- (c) To undertake, perform and discharge all trusts, powers, authorities and discretions that may be vested in the Company under any instrument;
- (d) To undertake and perform, exercise, execute and discharge any trust, power, authority, discretion or other office of confidence the undertaking whereof may seem desirable, and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto of any income, capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any such trust, power, authority, discretion or office or any other obligation;
- (e) To commence, defend or be a party to any legal, industrial or other proceedings and particularly (but without limitation) those arising in connection with any duty, office or situation undertaken, carried on or held by the Company;
- (f) To hold, administer, sell, realise, invest, deposit, let on hire, loan, mortgage, dispose of, purchase, take on lease or in exchange, hire or otherwise acquire or otherwise deal in any way with any assets, including moneys, investments, securities and any property (both real and personal) comprised in any trust, scheme or estate in which the Company holds any office or situation referred to in clause 3(a);
- (g) To hold as nominee, or on behalf of any other person, firm or company any shares, stock, debentures, bonds or other securities and to exercise voting or other rights in connection with any kind of securities including stocks, shares, debentures, bonds or options;
- (h) To enter into recognisances and bonds, and to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the due execution and performance (whether by the Company or any duly authorised representative or officer of the Company, or by any other company or any other person) of any of the duties, contracts, agreements or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly;
- (i) To effect and obtain insurances of every description, and generally to transact and carry on guarantee, fidelity, indemnity or insurance business of all kinds;

- (j) To transact or carry on, manage, develop, sell, realise, dispose of or otherwise deal in any way with any assets comprised in any trust, scheme or estate in which the Company holds any office or situation, including in relation to the investment of money the purchase and sale of property and the collection and receipt of money;
- (k) To undertake or take part in the management, supervision or control of any business operations or undertaking of any company, firm or person, and to appoint and remunerate any directors, secretary or secretaries, accountants or other employees, experts or agents, and to act as directors, secretaries, registrars or managing agents or other officer, and to accept any office of trust or confidence in such business operation or undertaking, and to perform and discharge the duties and obligations of and incident to any such office including (but without limitation to the above) buying, selling, hiring, manufacturing, repairing, letting on hire, altering, improving, treating and dealing in any apparatus, machines, materials and articles of any kind which are capable of being used for the purposes of the above mentioned businesses or any of them or likely to be used by the customers of any such businesses;
- (l) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company which is calculated to benefit this Company or to advance its interests, or which comprises any property suitable for any purpose of the Company;
- (m) To carry on any other business or activity, whether manufacturing, investing or otherwise, which may seem to the Company capable of being conveniently carried on as or as part of or in connection with the above mentioned businesses of the Company or any of them, or calculated, directly or indirectly, to further or facilitate the objects of the Company;
- (n) To invest and deal with moneys in or upon investments, or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments, or other securities and any options or rights connected thereto, any foreign currency and any type of financial futures;
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind necessary or convenient for the purpose of or in connection with the Company's business or businesses or any branch or department thereof;
- (p) To receive money, securities or property on deposit or loan or for safe custody from any person, firm or company upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person, firm or company;

- (q) To make advances to any person, firm or company with or without security and upon such terms as may seem expedient;
- (r) To undertake obligations of every description and to guarantee, support or secure, whether by direct obligation or covenant or by granting indemnities of every description or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more of all of such methods or by any other method, whether or not the Company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the Company in business or through shareholdings;
- (s) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or a holding company of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants 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 interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives or health of any such persons as aforesaid and policies of insurance for the benefit of or in respect of any such persons as aforesaid (including insurance against their negligence or breach of duty to the Company) and to pay, subscribe or guarantee money to or for charitable or benevolent objects or for any exhibition or for any public, political, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;

- (t) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company to acquire and hold, sell, deal with or dispose of shares, stock or securities of any company, and to subsidise or otherwise assist any person, firm or company;
- (u) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (v) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company or of any trust, scheme or estate in which the Company holds any office or situation including without limitation any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature for such consideration as may be deemed fit;
- (w) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with such sanction for the time being as may be required by law;
- (x) To adopt such means of making known the businesses or any of them or the services or any of them of the Company or the businesses or products of any other person, firm or company as may seem expedient and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books or periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be more extensively advertised and made known;
- (y) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (z) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the Company's offices or situations, duties, business or businesses;
- (aa) To mortgage and charge the undertaking and all or any of the real and personal property and assets (present or future) and all or any of the uncalled capital for the time being of the Company, and to issue in cash at par or at a premium or discount, or for any other consideration and with any rights, powers and privileges as may be

thought fit, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;

- (bb) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (cc) To pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular (but without limitation) in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed 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 seem expedient;
- (dd) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the Company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed 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 may seem expedient, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (ee) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (ff) To pay out of the funds of the Company all expenses which the Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's objects and powers;
- (gg) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and

- (hh) To do all such things as may appear in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

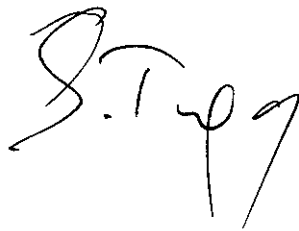
The objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other. None of such paragraphs 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 paragraph, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said paragraphs.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into ordinary shares of £1 each.

The subscriber to this memorandum of association wishes to be formed into a company pursuant to this memorandum; and agrees to take the number of shares shown opposite its name.

Name and Address
of Subscriber

Number of
shares taken
by
Subscriber



S. TINGAY

One

Director
for and on behalf of
PEARSON TELEVISION SERVICES LIMITED
Registered Office
1 Stephen Street
London W1P 1PJ


A company limited by shares

Total shares taken

—
One
—

Dated 12/12 2000

Witness to the above signature,


WENDY DAVIES

Address: 16 SOMERSET ROAD
TEDDINGTON, TW11 8RX

The Companies Act 1985

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RTL GROUP UK PENSION TRUSTEE LIMITED

REGULATIONS OF THE COMPANY

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "**Act**") as amended by the Companies Act 1989 and in force on the date of the adoption of these Articles.
2. Regulations 8, 24, 44, 53, 54, 60-62 (inclusive), 65-69 (inclusive), 72-80 (inclusive), 85, 87, 100 and 118 in Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these Articles is £100 divided into shares of £1 each.
4. Subject to Article 5 the directors shall not without the authority of the Company allot any of the shares in the capital of the Company. Where authority has been given to the directors to allot shares in the capital of the Company, the directors may, subject to the terms of such authority and subject to any terms on which any shares are created or issued, allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act. In the foregoing sentences of this Article, references to allotment of shares shall include references

to the grant of any right to subscribe for, or to convert any security into, shares. Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.

5. Section 89(1) of the Act is hereby excluded.

VARIATION OF RIGHTS

6. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

SHARE CERTIFICATES

7. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company".

LIEN

8. The Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

CALLS ON SHARES

9. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

TRANSFER OF SHARES

10. No transfer of any share may be registered without the approval of a member or members holding a majority in nominal value of the issued shares for the time being conferring the right to attend and vote at general meetings of the Company, and the directors shall be bound to approve a transfer which has such approval.

TRANSMISSION OF SHARES

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within 90 days the directors may

thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with."

PROCEEDINGS AT GENERAL MEETINGS

12. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".
13. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".
14. A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.
15. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.

VOTES OF MEMBERS

16. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as valid and effectual as if it had been passed at a general meeting duly convened and held either:
 - (a) if it consists of an instrument executed by or on behalf of each such member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such members; or
 - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the registered office of the Company or received by the secretary.
17. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

18. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or facsimile copy of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the Company.
19. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument or proxy sent by the Company in relation to 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 handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

ALTERNATE DIRECTORS

20. A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.
21. Every alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled, in the absence from the United Kingdom of the director appointing him, to sign or, in the case of a telex or facsimile transmission, send on his behalf a resolution in writing of the directors pursuant to Article 38.
22. An alternate director shall be neither an officer of the Company nor entitled to any remuneration from the Company for acting as an alternate director.
23. A director may by written notice signed by him or sent by him by telex or a facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
24. If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

BORROWING POWERS

25. The directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

INTERESTS OF DIRECTORS

26. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, whether directly or indirectly, any transaction or arrangement, or in any proposed transaction or arrangement:
 - (i) with the Company; or
 - (ii) with any other company in which the Company may be interested; or
 - (iii) in which the Company is otherwise interested;
 - (b) may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or under any other company in which the Company may be interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor;
 - (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

DELEGATION OF DIRECTORS' POWERS

27. The directors may delegate any of their powers to any person and on any terms (which may include the power to sub-delegate). The directors may vary or revoke any such delegation. Alternatively, the directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Any such committee shall have power to co-opt as a member or members of

the committee for any specific purpose any person or persons (not being a director or directors) specifically approved by the directors.

RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS

28. A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the Company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.
29. Without prejudice to Article 28 the Company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

30. In Regulation 81 in Table A:
- (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and
 - (b) paragraph (e) shall be deleted.

REMUNERATION OF DIRECTORS

31. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine."

DIRECTORS' APPOINTMENTS AND INTERESTS

32. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

33. The directors may:
- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;
 - (b) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company, or of any such other company as aforesaid, or of any such persons as aforesaid;
 - (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the Company) as aforesaid;
 - (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
 - (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the payment being approved by the Company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

PROCEEDINGS OF DIRECTORS

34. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every director shall be given not less than 48 hours' notice of every

meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either:

- (a) is present at the commencement of a meeting whether personally or by his alternate director; or
- (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this regulation."

35. A meeting of the board of directors may consist of a conference between directors some or all of whom are in different places if each director who participates is able:

- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if the director so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of these methods (collectively described in Article 36 below as "telephonic communication"). Each director so participating in a meeting is deemed to be "present" at that meeting for the purpose of these Articles.

36. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely: "For the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

- (a) in the case of the resolution of directors who would (if attending a meeting) comprise a quorum, and who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held;
- (b) in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board of directors, or in telephonic communication with such a meeting, who is both a director and acting as an alternate director for one or more of the directors shall, for the purposes of the quorum, be

counted as one for each such person for whom he is acting as an alternate director and, if applicable, shall be counted as a director, but not less than two individuals shall constitute a quorum".

37. In Regulation 91 in Table A, there shall be inserted after the words "chairman of the board of directors" the following words, namely: "and may determine the period for which he is to hold office" and the following words shall be deleted, namely: "and may at any time remove him from that office".
38. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors, or (as the case may be) a committee of directors duly convened and held either:
 - (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
 - (b) if it consists of several instruments in the like form each either:
 - (i) executed by or on behalf of one or more of such directors or committee members: or
 - (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission or deposited or received at the office or received by the secretary.
39. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Article 26 having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and he may be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulations 94 to 96 in Table A shall be construed subject to this provision.
40. In Regulation 97 in Table A:
 - (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
 - (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision".

MINUTES

41. The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers and alternate directors made by the directors; and
- (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

THE SEAL

- 42. In Regulation 101 in Table A, there shall be substituted for the first sentence the following sentence, namely: "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors".
- 43. The Company is authorised pursuant to section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

NOTICES

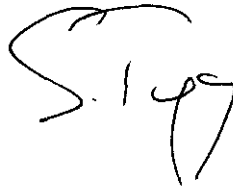
- 44. In Regulation 112 in Table A:
 - (a) the final sentence shall be deleted; and
 - (b) the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the company for the purpose".
- 45. In Regulation 115 in Table A, there shall be inserted:
 - (a) after the words: "pre-paid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission:"; and
 - (b) after the words: "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

INDEMNITY

- 46. Subject to the provisions of the Act, every director, other officer or auditor of the Company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the Company or otherwise in relation thereto.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

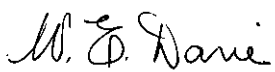
Director
for and on behalf of
PEARSON TELEVISION SERVICES LIMITED
Registered Office
1 Stephen Street
London W1P 1PJ



S. TINGAY

A company limited by shares

Dated 12/12/2000

Witness to the above signature, 
WENDY DAVIES

Address: 16 SOMERSET ROAD,
TEDDINGTON,
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