

FILE COPY



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

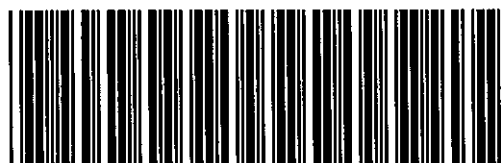
Company No. 4727097

The Registrar of Companies for England and Wales hereby certifies that

DWSCO 2380 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 8th April 2003



N04727097N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

12

Declaration on application for registration

DWSCO 2380 LIMITED

of One Fleet Place, LONDON EC4M 7WS AN AUTHORISED
SIGNATORY OF DWS SECRETARIES LIMITED

do solemnly and sincerely declare that I am a [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.

C. Hollum

Declared at One Chancery Lane, London WC2A 1LF

Day Month Year

On	0	8	0	4	2	0	0	3
----	---	---	---	---	---	---	---	---

① Please print name.

before me ① MATTHEW JAMES BENISTON

Signed

Date _____

08/04/2003

† 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.

Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

Tel 020 7246 7000

DX number DX:242

DX exchange LONDON



LD1
COMPANIES HOUSE

0129
08/04/08

Laserform International 12/99

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

6039432

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

4727097

Company Name in full

DWSCO 2380 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

FIVE CHANCERY LANE

CLIFFORD'S INN

Post town

LONDON

County / Region

Postcode

EC4A 1BU

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

DENTON WILDE SAPTE

Address

FIVE CHANCERY LANE

CLIFFORD'S INN

Post town

LONDON

County / Region

Postcode

EC4A 1BU

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

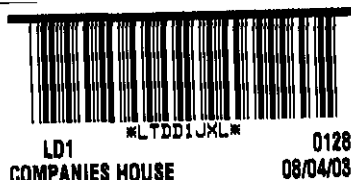
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for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company name DWS CO 2380 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

DWS SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

FIVE CHANCERY LANE

CLIFFORD'S INN

Post town

LONDON

County / Region

Postcode

EC4A 1BU

Country

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

Consent

For and on behalf of
DWS Secretaries Limited

Date

8/4/03

Director/Authorised Signatory

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

DWS DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address ††

FIVE CHANCERY LANE

CLIFFORD'S INN

Post town

LONDON

County / Region

Postcode

EC4A 1BU

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

For and on behalf of
DWS Directors Limited

Date

8/4/03

Director/Authorised Signatory

6190871

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Denton Wilde Septe

Date

8/4/08

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

562251



The Companies Acts 1985 to 1989

Company Limited by Shares

Memorandum of Association

of

DWSCO 2380 Limited

- 1 The Company's name is " DWSCO 2380 Limited".
- 2 The Company's registered office is to be situated in England.
- 3 The Company's objects are:
 - (1) To carry on the business of general merchants, importers, exporters, manufacturers, dealers, traders, brokers and factors of every kind, whether by mail order or otherwise, both wholesale or retail, in every description of property, goods and merchandise.
 - (2) To import, export, buy, sell, exchange, barter, distribute, trade, contract or otherwise deal in and turn to account goods, materials, commodities, produce and merchandise of every class and description in a prepared, manufactured, semi-manufactured or raw state and to manufacture, construct, assemble, design, refine, develop, alter, convert, refit, repair, treat, render marketable, process or otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.
 - (3) To carry on the business of dealing in real and personal property and to purchase, take on lease or in exchange, or otherwise acquire, hold, sell, take and grant options on, improve, develop, construct, exploit, maintain, broke and underwrite transactions in relation to any land, buildings or personal property wherever situate, and rights and interests therein.



90283.01

- (4) To act and carry on the business of a holding company and all matters incidental thereto including but without limitation, to co-ordinate the policy and administration of and manage any corporate body or business or group of corporate bodies or businesses in which the company is a member or participant or which is controlled by or associated with the Company in any manner, to assist financially, subsidise or enter into subvention and other agreements with any such body or business, and to provide for any such body or business administrative, executive, managerial, secretarial and accountancy services, staff, premises, social or welfare services and facilities of any kind, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the efficiency and profitability of any such corporate body or business or group of corporate bodies or businesses.
- (5) To manage, farm or let (whether furnished or unfurnished) any land or buildings or any part thereof or any rights or interests therein for any period and at such rent and on such conditions as the directors see fit; to lay out roads and gardens and recreation grounds; to pull down, alter and improve land or buildings; to plant, drain or otherwise improve land or any part thereof; and to build, install or improve electric, gas, water and other fittings.
- (6) To carry on business as property developers, builders and decorators, joiners, plumbers, carpenters, engineers, electricians, sanitary engineers and merchants of any kind.
- (7) To carry on business as consultants, advisers and/or managers in relation to any land or buildings whether freehold or leasehold or any other property, whether real or personal, wherever situate, or any rights or interest therein.
- (8) To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.
- (9) To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.
- (10) To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without limitation to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.

- (11) To provide services of all descriptions and to undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers, consultants and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.
- (12) To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (13) To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organization.
- (14) To advertise, market and sell the products and services of the Company and to carry on the business of advertisers and advertising agents and of a marketing or selling organisation and of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (15) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- (16) To lend money, give credit or provide any other form of credit or financial accommodation to any person, and to carry on the business of a banking, finance or insurance Company.
- (17) To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the company shall receive any consideration in respect of, or derive any commercial benefit from the same, on such terms and in such manner as the directors see fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite, support or secure, as aforesaid, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company or a subsidiary undertaking or parent undertaking of the Company or another subsidiary of a

holding company of the Company or another subsidiary undertaking of a parent undertaking of the Company or is otherwise associated with the Company.

- (18) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- (19) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (20) To remunerate any person, firm or company rendering services to the Company either by cash payment or so far as permitted by law by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (21) To act in a fiduciary capacity of any sort including (but without prejudice to the generality of the foregoing) to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.
- (22) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the directors see fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the directors see fit.
- (23) To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other

option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the directors see fit.

- (24) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (25) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of 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 of 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 and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise 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 clause "holding company" "parent undertaking" and "subsidiary undertaking" shall have the same meanings as in the Companies Acts 1985 to 1989.
- (26) To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- (27) Upon such terms and in such manner as the directors see fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (28) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- (29) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (30) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (31) To invest the moneys of the Company in any investments, and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment company.
- (32) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (33) To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (34) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- (35) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (36) To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- (37) To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that:

- (a) the word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom or elsewhere; and
- (b) each and every object specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object specified in any such paragraph or from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each object and each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4 The liability of the members is limited.
- 5 The Company's share capital is £100 divided into 100 ordinary 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.

Names and Addresses
of Subscribers

Number of shares
taken by each
Subscriber

1. Christine Holloway
For and on behalf of
DWS Nominees Limited
Five Chancery Lane
London EC4A 1BU



1

Total shares taken

1

Dated 8 April 2003

Witness to the above signatures,

Sarah Cheesman
One Fleet Place
London
EC4M 7WS



The Companies Acts 1985 To 1989

A Private Company Limited by Shares

Articles of Association

of

DWSCO 2380 Limited

1. PRELIMINARY

1.1 Definitions

In these Articles the "**Act**" means the Companies Acts 1985 and 1989 (as at the date of the adoption of this Article) and "**Table A**" means Table A as prescribed in the Companies (Tables A to F) Regulations 1985 (as amended at the date hereof).

1.2 Table A to apply as modified

The regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the regulations of the Company.

2. SHARE CAPITAL

2.1 Directors' authorities to allot

The Directors are generally and unconditionally authorised during the period of five years from the date of adoption of these Articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in Section 80(2) of the Act) of the Company up to the maximum nominal amount of the authorised but unissued share capital of the Company at the date of these Articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in Section 80(7) of the Act. Section 89(1) of the Act shall not apply to the Company.

2.2 Power to redeem and repurchase shares

Subject to and in accordance with the provisions of the Act and otherwise on such terms as the Company may by special resolution determine:

- (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed;
- (b) the Company may purchase any of its own shares (including any redeemable shares); and
- (c) the Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares;

and the Directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolution determine.

2.3 Lien

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply to the Company.

2.4 Execution of Transfer

No instrument of transfer of a share agreed to be taken by a subscriber to the memorandum of association of the Company need be executed by or on behalf of the transferee and Regulation 23 of Table A shall be modified accordingly.

2.5 Directors' power to refuse transfer

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and Regulation 24 of Table A shall be modified accordingly.

3. GENERAL MEETINGS

3.1 Meetings on members' requisition

The following words shall be substituted for Regulation 37 of Table A:

"The directors may call general meetings and, on the requisition of (a) members pursuant to the provisions of the Act, or (b) of any one or more members holding at the date of deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carries the right to vote at general meetings of the Company, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 6 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting or if the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, any director or any such member of the Company may call a general meeting."

3.2 Quorum

If, and for so long as, the Company has only one member, that member or the proxy for that member, or where that member is a corporation, its duly authorised representative, shall be a quorum at any general meeting of the Company or of the holders of any class of shares of the Company. Regulation 40 of Table A shall be modified accordingly.

At the end of the first sentence of Regulation 40 of Table A the following words shall be added: "at the time when the meeting proceeds to business".

Regulation 41 of Table A shall be amended by adding at the end the words: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Member or Members present if he or they together hold(s) a majority in nominal value of such part of the issued share capital of the Company as confers the right to attend and vote at General Meetings of the Company, shall be a quorum."

3.3 Proxies voting

Regulation 54 of Table A shall be amended by the addition of the words "or by proxy" after the words "in person".

4. DIRECTORS

4.1 Number of Directors

Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one. Regulation 64 of Table A shall not apply to the Company. If and so long as there is one Director, such Director may act alone in exercising all the powers and authorities vested in the Directors and Regulations 89 and 90 of Table A shall be modified accordingly.

4.2 Special remuneration

Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

4.3 Sanction under section 719 of the Act

The Directors are authorised to sanction the exercise of the power conferred on the Company by Section 719(1) of the Act and to exercise that power.

4.4 Alternate Directors

The words "approved by resolution of the directors and" shall be deleted from Regulation 65 of Table A.

4.5 Members' directions to Directors by ordinary resolution

In Regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".

4.6 Delegation of powers

The words "or such person or persons as the Directors may think fit" shall be added at the end of the first sentence of Regulation 72 of Table A.

4.7 Appointment and removal of Directors

At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a Director or remove a Director from office.

4.8 Casual vacancies

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 Directors provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. Any Director so appointed shall (subject to the other provisions of these Articles) hold office until he is removed pursuant to this Article.

4.9 Directors not subject to retirement by rotation

Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply to the Company.

4.10 No age limit for Directors

No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 293 of the Act shall not apply to the Company.

4.11 Compulsory vacation of office

Regulation 81 of Table A shall be amended as follows:

- (a) the words "he is, or may be, in the opinion of the other Directors, of unsound mind or suffering from mental disorder" shall be substituted for paragraph (c); and
- (b) the whole of paragraph (e) shall be deleted.

5. EXECUTIVE DIRECTORS

The Directors may from time to time appoint one or more of their body to executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration, (by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 84 of Table A shall not apply to the Company.

6. GRATUITIES AND PENSIONS

The Directors may provide benefits whether by payment of gratuities or pensions or by insurance or otherwise, to, or to any person in respect of, any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any body corporate which is or has been a subsidiary or holding company of the Company or any other subsidiary of a holding company of the Company or a predecessor in business of the Company or of any such other company and for the purpose of providing any such benefits may contribute to any scheme or fund and may make payments towards insurances or trusts for the purchase or provision of any such benefit in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

7. PROCEEDINGS OF DIRECTORS

7.1 Notices to Directors

Any Director for the time being absent from the United Kingdom may supply to the Company an address and/or facsimile transmission number whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly.

7.2 Telephone meetings

A meeting of the Directors may be validly held notwithstanding that all of the Directors are not present at the same place and at the same time provided that:

- (a) a quorum of the Directors at the time of the meeting are in direct communication with each other whether by way of telephone or audio-visual link; and

- (b) a quorum of the Directors entitled to attend a meeting of the Directors agree to the holding of the meeting in the manner described herein.

8. DIRECTORS' INTERESTS

A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. A Director may act by himself or his firm in any professional capacity for the Company and he or his firm may be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

9. SEAL

9.1 Official seal

The Company may have for use in any territory, district or place elsewhere than in the United Kingdom an official seal which shall in all respects comply with the requirements of Section 39(1) of the Act. References in these Articles and Table A to the seal of the Company shall include references to such official seal and any official seal adopted by the Company under Section 40 of the Act.

9.2 Execution of deeds

At the end of Regulation 101 of Table A shall be added the words:

- "(a) Any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal.
- (b) No instrument shall be signed pursuant to Regulation 101(a) which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf."

10. NOTICES

10.1 Manner of giving notice of general meetings

Notice of every General Meeting of the Company shall include the giving of Notice by facsimile transmission. Regulation 112 of Table A shall be modified accordingly.

10.2.1 Deemed service of notice

There shall be added to the end of for the last sentence of Regulation 115 of Table A, the following words "and if sent by facsimile transmission, when despatched."

11. BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member).

12. INDEMNITY INSURANCE

Without prejudice to the provisions of Regulation 118 of Table A the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the Company, or of any other company which is its holding company or parent undertaking or in which the Company or such holding company or parent undertaking or any of the predecessors of the Company or of such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of 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 of 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 and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund. For the purposes of this Regulation "**holding company**" "**parent undertaking**" and "**subsidiary undertaking**" shall have the same meanings as in the Companies Acts 1985 to 1989.

Names addresses and
description of
subscribers of the
memorandum of association

Christine Holloway
For and on behalf of
DWS Nominees Limited
Five Chancery Lane
London EC4A 1BU



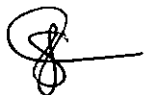
Dated:

8 April

2003

Witness to the above signatures:-

Sarah Cheesman
One Fleet Place
London
EC4M 7WS



TURNER BROADCASTING SYSTEM EUROPE LIMITED
TURNER BROADCASTING INTERNATIONAL LIMITED

To our professional charges for advice and services rendered on the above matters for the period to 31 March 2003 and in particular:

Our annual maintenance fee covering the preparation of and signing and filing of the 2003 Annual Return; signing and filing 2002 Accounts; preparation of documentation for the approval of Accounts; *filing of Accounts, preparation of documentation for up to 3 changes of directors and maintenance of the statutory records for the period from 1 April 2002 to 31 March 2003.*

£750.00

Preparation of a response to the Auditors enquiries; provision of copy documents to the Auditors; exchange of telephone attendances with the Auditors; telephone attendance with A Holmes regarding statutory requirements for striking off a Company from the Register of Companies; telephone attendance and correspondence during the period and inter alia maintenance of the statutory records and compliance with statutory requirements generally:

£338.00

Total £1088.00