

FILE COPY



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

Company No. 4754137

The Registrar of Companies for England and Wales hereby certifies that
THE INDEPENDENT TRAVEL AGENTS ALLIANCE LIMITED

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

Given at Companies House, Cardiff, the 6th May 2003



N04754137I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

PEAPOD SOLUTIONS LTD.

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration

Company Name in full

The Independent Travel Agents Alliance Limited

I, Duncan Anthony Pickering

of 4 Southfields Bourne Lincs PE10 9TZ

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

Declared at

Peterborough

Day Month Year

On

0 7 0 3 2 0 0 3

** Please print name.

before me**

Keith Wilson JP

Signed

Date

07.03.2003

~~A Commissioner of Oaths or a 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.

Duncan A Pickering
4 Southfields
Bourne
PE10 9TZ

Tel 01778 421757

DX number

DX exchange



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
Peapod Solutions Ltd.

PEAPOD SOLUTIONS LTD.

10

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

The Independent Travel Agents Alliance Limited

Proposed Registered Office

Worldchoice House

(PO Box numbers only, are not acceptable)

Minerva Business Park Lynch Wood

Post town

Peterborough

County / Region

Cambs

Postcode

PE2 6FT

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.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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.

C D Fife

Worldchoice UK Limited

01733 390900

DX number

DX exchange

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
Peapod Solutions Ltd.



Company Secretary (see notes 1-5)

Company name

The Independent Travel Agents Alliance Limited

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

Duncan Anthony

Surname

Pickering

Previous forename(s)

Previous surname(s)

Address

4 Southfields

Usual residential address

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

Post town

Bourne

Peterborough

County / Region

Lincs

Postcode

PE10 9TZ

Country

UK

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

Consent signature

Date

19-2-03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Worldchoice UK Limited

Surname

Previous forename(s)

Previous surname(s)

Address

Worldchoice House

Usual residential address

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

Post town

Minerva Business Park

Peterborough

County / Region

Cambs

Postcode

PE2 6FT

Country

UK

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

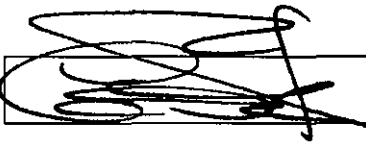
Consent signature

Date

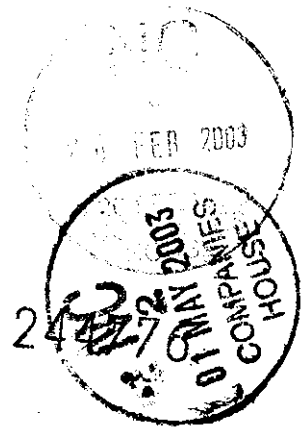
19-2-03

Directors ⁽¹⁾(continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date <input type="text"/>
Or the subscribers	Signed		Date 19-2-03
(i.e. those who signed as members on the memorandum of association).	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>

100328



No:

The Companies Act 1985
and
The Companies Act 1989
Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION
of

The Independent Travel Agents Alliance Limited

Incorporated the day of 2003

- 1 The name of the company (hereinafter called "the Company") is The Independent Travel Agents Alliance Limited.
- 2 The Company is to be a private company.
- 3 The registered office of the Company will be situated in England and Wales.
- 4 The objects for which the Company is established are:
 - 4.1 to carry on business as a general commercial company
 - 4.2 to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interest of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;
 - 4.3 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith;



- 4.4 to co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed;
- 4.5 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 4.6 to guarantee the payment of dividends on any shares in the capital of any of the companies in which this Company has or may at any time have an interest, and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal of or interest on any shares or evidence of indebtedness issued or created by any such companies;
- 4.7 to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any of whose shares or evidence of indebtedness are at any time held by or for this Company or in which this Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness;
- 4.8 to organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof;
- 4.9 to carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development and with a view to receiving the income therefrom; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature;
- 4.10 to carry on all kinds of promotion business, and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies and to market,

advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever;

- 4.11 to vary the investments and holdings of the Company as may from time to time be deemed desirable;
- 4.12 to act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise;
- 4.13 to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision;
- 4.14 to carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any company;
- 4.15 to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let or hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies have dealings with the company may from time to time require;
- 4.16 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;
- 4.17 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company
- 4.18 to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;
- 4.19 to purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or

convenient for the Company's business and in each case for any consideration which may be thought fit;

- 4.20 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;
- 4.21 to invest and deal with the moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient;
- 4.22 to lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company;
- 4.23 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant 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 both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 4.24 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description;
- 4.25 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies;
- 4.26 to apply for and take out, purchase or otherwise acquire, sell deal, or trade in any way in service marks and names, design, patents, patent rights, inventions, secret processes and any form of intellectual property and to carry on the business of an inventor, designer or research organisation;

- 4.27 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property 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;
- 4.28 to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company;
- 4.29 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company, including the Company) or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object;
- 4.30 to promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- 4.31 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);

- 4.32 to procure the Company to be registered in any country or place in any part of the world;
- 4.33 to cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;
- 4.34 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 4.35 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or property in connection with any of the matters aforesaid;
- 4.36 to insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company;
- 4.37 to act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested;
- 4.38 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable, political or useful object whatsoever;
- 4.39 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 the sanction (if any) for the time being required by law;
- 4.40 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, subsidiaries or otherwise;
- 4.41 to do all such things as in the opinion of the board of directors are or may be incidental or conducive to the above objects or any of them;

And it is hereby declared that for the purposes of this clause:

- (A) the word "company" in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
- (B) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
- (C) "securities" shall include any fully, partly or nil paid or no part value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
- (D) "and" and "or" shall mean "and/or";
- (E) "other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible; and
- (F) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.

5 The liability of the members is limited.

6 The share capital of the Company is £1,000,000 divided into 1000000 ordinary shares of £1 each.

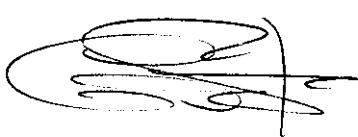
WE the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of subscribers

Number of shares taken by each subscriber

Worldchoice UK Limited
Worldchoice House
Minerva Business Park
Lynch Wood
Peterborough
PE2 6FT

1


C D FIFE
on behalf of WORLDCHOICE UK LTD.

Total shares taken

1

Witness to the above signature

Susan Gill
C/o Worldchoice
Worldchoice House
Lynch Wood
Peterborough
PE2 6FT

Susan Gill

Personal Assistant

Dated: 19-2-03

The Companies Act 1985
and
The Companies Act 1989
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of

The Independent Travel Agents Alliance Limited

Incorporated on the day of 2003

INTERPRETATION

- 1 In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

“THE ACT” means the Companies Act 1985 and every statutory modification or re-enactment thereof for time being in force

“TABLE A” means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985

TABLE A

- 2 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
- 3 Regulations 73 to 78 and 94 of Table A shall not apply to the Company.

SHARE CAPITAL AND MEMBERSHIP

- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit,
- 5 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 shall be the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as shall be authorised by the Company in general meeting.
- 6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.
- 7 The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

- 8 The Company shall have a first and paramount lien on every 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 registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

- 9.1 The directors may, in their absolute discretion and without giving any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.
- 9.2 No member, or other person becoming entitled to a Share in consequence of the death or bankruptcy of a member, shall be entitled to transfer any share or execute any declaration of trust or enter into any agreement in relation to voting in respect of such share.

PROCEEDINGS AT GENERAL MEETINGS

- 10 The Chairman of the Board of Directors shall be nominated by a majority of the Directors.
- 11 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 12 A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.
- 13 On a show of hands or on a poll votes may be given either personally or by proxy.

NUMBER OF DIRECTORS

- 14 Unless otherwise determined by ordinary resolution, the number of directors shall be subject to a maximum of five and the minimum number of directors shall be one.

DELEGATION OF POWERS

- 15.1 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

Any committee of directors shall have the power unless the directors direct otherwise to appoint as a member or as members of the committee for any specific purpose any person or persons who are not directors of the Company.

- 15.2 The directors may establish a management committee or any other committee for managing any of the affairs of the Company in the United Kingdom or elsewhere, and may appoint their members and fix their remuneration; and they may delegate to any committee any of the powers, authorities and discretion vested in the Directors, with power to sub-delegate, and may authorise the members of any committee or any of them to fill vacancies and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and conditions as the directors think fit. The directors may remove any person so appointed, or annul or vary any such delegation; but no persons dealing in good faith and without notice of the annulment or variation shall be affected.

ALTERNATE DIRECTORS

- 16 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him.
- 17 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him

(in addition to his own vote if he is himself a director) and when so acting shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 18 Directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.
- 19 The Company may by ordinary resolution appoint a person who is willing to act as an Director either to fill a vacancy or as an additional director.,
- 20 Any member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the company.
- 21 There shall be no age limit for directors in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 22 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
 - (e) he is otherwise duly removed from office or no longer qualifies to be a Director

REMUNERATION OF DIRECTORS

- 23 Regulation 82 of Table A shall be amended by the addition of the following:

Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period for

during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

PROCEEDINGS OF DIRECTORS

24 Regulation 88 of Table A shall be amended by substituting for the sentence;

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom.

- 25 Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute present in person at such meeting.
- 26 Subject to such disclosure as is required by section 317 of the Act a Director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

27 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

NOTICES

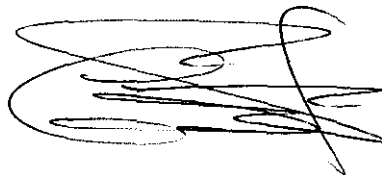
28 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INDEMNITY

29 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

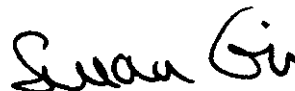
Names, addresses and descriptions of subscribers

Worldchoice UK Limited
Worldchoice House
Minerva Business Park
Lynch Wood
Peterborough
PE2 6FT

A stylized, handwritten signature in black ink, appearing to be a cursive representation of a name.

Witness to the above signatures:

Susan Gill
C/o Worldchoice
Worldchoice House
Lynch Wood
Peterborough
PE2 6FT

A handwritten signature in black ink that reads "Susan Gill" in a cursive script.

Personal Assistant

Dated: 19-2-03