

FILE COPY



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

Company No. 6167209

The Registrar of Companies for England and Wales hereby certifies that
THE DIFFERENCE MAGAZINE 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 19th March 2007



N06167209I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

THE DIFFERENCE MAGAZINE LIMITED

I, RICHARD MACKENZIE

of SUITE 4, BOND 31, 42/43 HIGH ST, HULL

† 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

Declared at

45 LAWGATE HULL HU1 1EN

Day Month Year

On

1 | 2 | 0 | 3 | 2 | 0 | 0 | 7

● Please print name.

before me ●

JANE LONGHORN

Signed

J Mackenzie

Date

12 03. 2007

† 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.

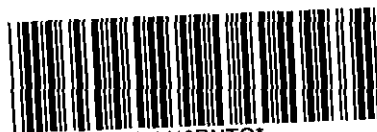
GATEWAY ADVISERS, SUITE 4, BOND 31
42/43 HIGH STREET, HULL HU1 1PS

Tel 01482 333760

DX number

DX exchange

TUESDAY



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13/03/2007

COMPANIES HOUSE

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Form revised June 1998

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



Companies House
for the record

10

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Notes on completion appear on final page

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

Company Name in full

The Difference Magazine
Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Suite 4, Bond 31,
42-43 High Street

Post town Kingston upon Hull

County / Region East Yorkshire

Postcode HU1 1PS

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 Richard Mackenzie

Address Suite 4, Bond 31,

42-43 High Street

Post town Kingston upon Hull

County / Region East Yorkshire

Postcode HU1 1PS

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.

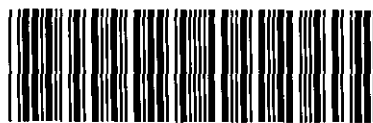
Gateway Advisers, 42-43 High
Street, Kingston upon Hull

HU1 1PS

Tel 01482 333760

DX number

DX exchange



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13/03/2007

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COMPANIES HOUSE

TUESDAY

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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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

Richard

Surname

Mackenzie

Previous forename(s)

None

Previous surname(s)

None

Address **

32 Nunthorpe Crescent,

Bishopthorpe Road,

Post town

York

County / Region

NorthYorkshire

Postcode

YO23 1DU

Country

United Kingdom

†† 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.

Consent signature

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

Date

12/3/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Michael Stuart

Surname

Causey

Previous forename(s)

None

Previous surname(s)

None

Address **

5 Church Lane

Wrecclesham

Post town

Farnham

County / Region

Surrey

Postcode

GU10 4PX

Country

United Kingdom

†† 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.

Date of birth

Day Month Year
0 8 0 2 1 9 7 4

Nationality

British

Business occupation

Company Director

Other directorships

Actions and Words Limited

(Registered number: 5487781)

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

Consent signature

Date

5/3/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
†† 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.	Address ††	<input type="text"/>		
		<input type="text"/>		
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
Date of birth	Day	Month	Year	Nationality
	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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 or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

12/3/2007

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

6/67 209 000197180
28 MAR 2007
COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

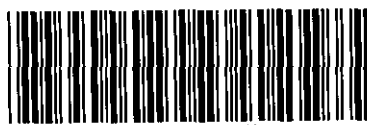
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MEMORANDUM OF ASSOCIATION OF

THE DIFFERENCE MAGAZINE LIMITED

1. The Company's name is "The Difference Magazine Limited".
2. The Company's registered office is to be situated in England and Wales.
3. In, and for the purposes of, this Memorandum:
 - 3.1. References to "CCF" are to be construed as references to that unincorporated association which, on 1st February 2007, was known as Conservative Christian Fellowship, had its principal address at 25 Victoria Street London SW1P 0DL and was registered as a donee Members Association by the Electoral Commission in accordance with Political Parties, Elections and Referendums Act 2000.
 - 3.2. The relevant profits of the company are its net profits (as determined in accordance with normal accountancy practice) less such an amount which is, or, in the reasonable judgment of the Directors, is likely to be payable by way of Corporation Tax or any other tax or charge which, by law, is payable from such net profits
 - 3.3. The net relevant profits of the company are the relevant profits reduced by the sums to be donated in accordance with Sub-Clause 4.3, such sums as the directors believe that it is prudent to retain as reserves for the company and any sums to be distributed as dividends.
 - 3.4. The word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - 3.5. "The Act" means the Companies Act 1985 but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

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COMPANIES HOUSE

4. Subject to clauses 6 and 7 of this Memorandum, the Company's principal objects are:-

4.1 To act as a general commercial company and, without prejudice to the generality of that object, substantially to carry on, in any part of the world, to the extent that may from time to time be lawful, whether as principal or as agent, or both, and whether alone or in partnership with any other person or persons or both, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: Authors; Broadcasters; Conference and event organisers; Internet service providers; Journalists; Producers and distributors of printed materials and audio and video recordings in any or all formats; Providers of internet content; Publishers; Web Hosts or other businesses related to, or ancillary to, those businesses.

4.2 To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

4.3. To donate 10% (ten percent) of its relevant profits to such charity or charities, or organisation or organisations having the principal purpose of promoting or advancing the Christian faith, or both, as the Directors may, from time to time, select.

4.4. To donate the whole of its net relevant profits to CCF.

5. Subject to Clauses 6 and 7 of the Memorandum, the Company's additional objects, which shall be pursued only for purposes which are subsidiary or ancillary to its principal objects, are:

5.1 To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, moveable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

5.2 To apply for, register or by any other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges thereof or otherwise turn the same to the advantage of the Company.

- 5.3 To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- 5.4 To purchase or by any other means acquire and take options over any property whatsoever and any rights or privileges of any kind over or in respect of any property.
- 5.5 To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 5.6 To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 5.7 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 5.8 To invest and deal with the moneys of the Company not immediately required in such a manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- 5.9 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing of any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 5.10 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 5.11 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 5.12 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to reduce the Company's interests.
- 5.13 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges, and concessions.
- 5.14 To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks,

debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- 5.15 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 5.16 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 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.
- 5.17 To sell or otherwise dispose of the whole or any of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 5.18 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 5.19 To remunerate any person, firm or company rendering services to the Company either by cash payment or 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.
- 5.20 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing,

selling, or guaranteeing the subscription or any shares or other securities of the Company.

- 5.21 To support and subscribe to any charitable or public object, in a manner which is additional to the making of donations in accordance with sub-clause 4.3 of the Memorandum, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 5.22 Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 152(2) of the Act.
- 5.23 To procure the Company to be registered or recognised in any part of the world.
- 5.24 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors, or otherwise and either alone or in conjunction with others.
- 5.25 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

6. Except where the context, or specific provisions of this Memorandum, so require:
 - 6.1 None of the objects set forth in any sub-clause of Clause 4 or Clause 5 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the name of the Company.
 - 6.2 None of the sub-clauses of Clause 4 or Clause 5 and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
7. No object of the Company shall be pursued in a manner involving, or be construed to permit or include, any activity which is, or would be, incompatible, or inconsistent, with the declared purposes, principles, values or ethos of CCF.
8. The liability of the Members is limited.
9. The Company's share capital is £100 divided into 100 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

Michael Stuart Causey
5 Church Lane
Wrexham
GU10 4PX

Causey

jointly with

William Guy Shubra Hordein
124, Goult Road
G Birmingham B-15-2-5Q
W-G S. Hordein

66 (Sixty Six) jointly by
MICHAEL STUART CAUSEY
and WILLIAM GUY SHUBRA
HORDEIN

RoperPenberthy Publishing Ltd 33 (Thirty Three)
PO Box 545

Horsham, West Sussex RH12 4QW
Signed for and on behalf of RoperPenberthy Publishing Ltd
BY RICHARD NEIL ROPER

Director

Dated this 28th day of February 2007

Witness to the above Signatures:-

EBerridge
Elizabeth Berridge
Executive Director
FLAT 41, MILLBANK CT
24 JOHN ISLIP ST
PINLICO
LONDON
SW1P 4LG.

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
THE DIFFERENCE MAGAZINE LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (SI 1985 No. 1052) (such table being hereafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. In, and for the purposes of, these Articles:
 - 2.1 the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and,
 - 2.2 "CCF" means that unincorporated association which, on 1st February 2007, was known as Conservative Christian Fellowship, had its principal address at 25 Victoria Street London SW1P 0DL and was registered as a donee Members Association by the Electoral Commission in accordance with Political Parties, Elections and Referendums Act 2000.
 - 2.3 Consent shall be deemed to have been given by CCF, for the purposes of Clause 3, Clause 17 or Clause 31 if in the honest and reasonable belief of the Directors, such consent has been granted, on behalf of CCF, by whatever body at that time appears, in the reasonable judgment of the Directors, to be the only, or principal, governing body of CCF

ALLOTMENT OF SHARES

3. Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who

may (subject to Section 80 of the Act and to paragraph 6 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they may propose to, and for which they obtain the consent of CCF

4. All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any share not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they may propose to, and for which they obtain the consent of CCF provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph 4 shall have effect subject to Section 80 of the Act.
5. In accordance with Section 91 (1) of the Act Sections 89 (1) and 90(1) to (6) (inclusive) of the act shall not apply to the Company.
6. The Directors are generally and unconditionally authorised for the purpose of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by the ordinary Resolution of the Company in General Meeting.

TRUST IN SHARES

7. Clause 5 in Table A shall not apply to the company in so far as it would prevent the recognition by the company that shares may be held upon trust for CCF
8. Clause 29 in Table A shall not apply to the company in so far as it would prevent the recognition by the company of the interest of CCF on such shares as may have been held upon trust for CCF by a member who has died.

GENERAL MEETINGS AND RESOLUTIONS

9. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
10. If a quorum is not present within one hour from the time appointed for any General Meeting, or any adjournment of an Annual General Meeting, that General Meeting shall stand adjourned to such other day and at such other time and place as the Directors may determine or, in default of such determination, to the same day in the next week at the same time and place or; and, if at an adjourned General Meeting, not being an adjourned Annual General Meeting, a quorum is not present within one hour from the time appointed therefore, such adjourned General Meeting shall be dissolved and any resolution which was to be moved at the said General Meeting shall be deemed to have been rejected.
11. Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

12. Clause 64 in Table A shall not apply to the Company.
13. The maximum number and minimum number respectively of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be three.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

15. An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
16. A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

EDITORIAL BOARD

17. The Directors shall establish, and, from time to time, appoint members of, an Editorial Board, subject to the consent, to each appointment, of CCF.
18. The Directors shall consult with and give reasonable consideration to the views of the Editorial Board on all aspects of the content of any publications which the company may produce.
19. The Directors shall not appoint, or allow the appointment of, any person to act as the editor of any publication, which the company may produce, unless that person is recommended by, or receives the approval of, the Editorial Board.

20. For the purpose of Clauses 17, 18 and 19, "publication" includes any book, magazine, printed periodical, broadcast programme, audio or video recording, item of internet content or similar medium.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

THE SEAL

22. If the Company adopts a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Clause 101 of table A shall not apply to the Company.
23. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

24. Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court.. This article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
25. The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989.
26. Clause 118 in table A shall not apply to the Company.

TRANSFER OF SHARES

27. The Directors may, and shall be required to, decline to register the transfer of a share, whether or not it is a fully paid share, unless consent to the transfer has been given by CCF. The first sentence of Clause 24 in Table A shall not apply to the Company.

DIVIDENDS

28. Clause 102 in Table A shall apply to the Company only with the proviso that no dividend shall amount to more than 25% of what would be the net relevant profits of the Company, as defined by Clause 3.3. of the Company's Memorandum of Association, if such a dividend were not declared.
29. Clause 103 in Table A shall not apply to the Company.

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Signed for and on behalf of ~~R~~ ~~R~~
ROPERBERBTHY PUBLISHING LTD

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R. N. Roper

Director

Dated this 28th day of February 2007

Witness to the above Signature:-

Elizabeth Berridge

Elizabeth Berridge
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