

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
STORTEXT (SCOTLAND) LIMITED
(No 96145)

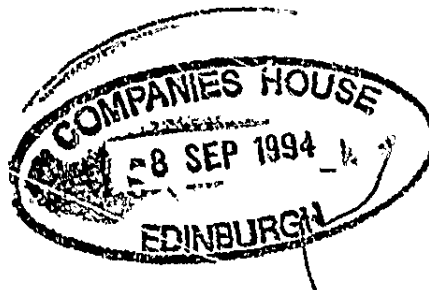
At an Extraordinary General Meeting of the above Company duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN on the 1st day of September 1994 the following Resolutions were passed as an Ordinary Resolution and Special Resolution of the Company respectively:-

ORDINARY RESOLUTION

1. "That subject to Resolution 2 being duly passed, the 400,154 issued ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") held by G J Scott, M I Houston, C J McCulloch and JAD (93) Limited be and are hereby reclassified as A Ordinary Shares and the 22,231 Ordinary Shares held by each of J A M Orr and A D MacDonald be and are hereby reclassified as B Ordinary Shares, in each case having the rights and restrictions set out in the New Articles of Association referred to in Resolution 2 below."

SPECIAL RESOLUTION

2. "That the Company adopt new Articles of Association in the form of the draft produced to the Meeting and signed by the Chairman thereof for the purpose of identification in substitution for and to the exclusion of the existing Articles of Association of the Company."



.....
Director

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STORTEXT (SCOTLAND) LIMITED

(Adopted by Special Resolution passed on 1st September 1994)

Registered No 96145



DUNDAS & WILSON CS
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20 Castle Terrace
EDINBURGH EH1 2EN

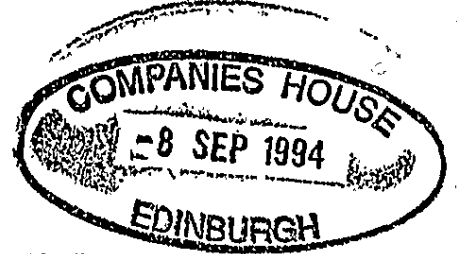
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
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STORTEXT (SCOTLAND) LIMITED

(Adopted by Special Resolution passed on 1st September 1994)



CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of the Companies Act 1985 (as amended by the Companies Act 1989) (hereinafter called "the Act") and of the Memorandum of Association of the Company and of the Regulations contained in Table A, in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called "Table A") with the exception of Regulations 24, 40, 64, 73 to 81 (inclusive), 101 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles is £74,461.60 divided into 400,154 A Ordinary Shares of 10p each ("the A Ordinary Shares"), 44,462 B Ordinary Shares of 10p each ("the B Ordinary Shares") and 30,000 10% Cumulative Redeemable Preference Shares of £1 each ("the Preference Shares"). Save for the specific dividend rights conferred upon the B Ordinary Shares in terms of Article 3, the A Ordinary Shares and the B Ordinary Shares shall rank pari passu in all respects and constitute one class of shares.

3. The rights attaching to the shares in the capital of the Company are as follows:-

(A) As regards income

The profits of the Company available for distribution which may be determined to be distributed (hereinafter called "the available profits") in respect of any financial year or other financial period (hereinafter in this paragraph referred to as "the relevant period") shall be applied as follows:-

- (a) in the first place in paying to the holders of the Preference Shares a fixed cumulative cash dividend ("the Preference Dividend") of 10% per annum on each of the Preference Shares held by them to be payable half-yearly on 30th June and 31st December in every year;
- (b) in the second place, subject to payment of the Preference Dividend and all arrears and accruals thereof (whether arising before or after the date of adoption of these Articles), the balance if any of the available profits after deduction of any applicable B Ordinary Dividend in respect of the financial period in question shall be distributed amongst the holders of the A Ordinary Shares according to the amounts paid up or credited as paid up on the said shares held by them respectively ("the A Ordinary Dividend"); and
- (c) subject to the payment of the Preference Dividend and the A Ordinary Dividend, on the occurrence of a B Dividend Event (as defined below) the B Dividend Amount (as defined below) shall be distributed amongst the holders of the B Ordinary Shares (as a class) according to the amounts paid up or credited as paid up on the said shares held by them respectively ("the B Ordinary Dividend"). In this Article "B Dividend Event" means the payment to the holders of ordinary shares in the capital of Dunwilco (402) Limited (Reg No 150077) (being the holding company of the Company and hereinafter referred to as "Newco") of any dividend and "B Dividend Amount" means the lesser of:

(i) the aggregate amount of dividend otherwise due to the holders of B Ordinary Shares (as a class) if such shares were reclassified as A Ordinary Shares; and

(ii) $(A \times B) - C$ where:

A means the dividend per share payable to each holder of ordinary shares in the capital of Newco for the relevant period;

B means the aggregate number of shares which would constitute 19.99% of the issued ordinary share capital of Newco; and

C means the aggregate amount of dividend paid or payable by Newco to the holders of the B Ordinary Shares in the capital of Newco for the relevant period.

(B) As regards capital

On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied first in paying to the holders of the Preference Shares the amount paid up or credited as paid up thereon together with a sum equal to any arrears and accruals of dividend to be calculated down to the date of the return of capital in priority to any repayment to the holders of the A Ordinary Shares or the holders of the B Ordinary Shares and to be payable whether such dividend has been declared or earned or not; and subject thereto the balance of such assets shall be distributed among the holders of the A Ordinary Shares and the B Ordinary Shares pari passu according to the amounts paid up or credited as paid up on them respectively.

(C) As regards Redemption of the Preference Shares

(a) All the Preference Shares (other than those already redeemed under paragraph (D) of this Article) shall be redeemed by the Company on 31st

December 1992 (or if on such date the Company cannot comply with the provisions of the Act relating to the redemption to be made on such date, such later date on which the Company shall first be able so to comply).

- (b) There will be paid on each of the Preference Shares redeemed in terms of this paragraph (C) the sum of £1 per share (together with a sum equal to all arrears and accruals of the Preference Dividend calculated down to the date of redemption whether any such dividend has been earned or declared or not) and the Preference Dividend shall cease to accrue from that date unless, upon delivery of a Certificate, payment of the redemption monies is not made.
- (c) The Preference Shares to be redeemed in accordance with the foregoing provisions of this paragraph (C) shall be redeemed by the Company at the Registered Office of the Company.
- (d) At the time specified in sub-paragraph (a) above and at the place specified in sub-paragraph (c) above each registered holder of the Preference Shares shall be bound to surrender to the Company the Certificate for the shares which are to be redeemed in order that the same may be cancelled, and upon such surrender the Company shall pay him the amount payable in respect of such redemption.

(D) Redemption of Preference Shares at the Company's Option

- (a) The Company shall be entitled but not bound, subject as hereinafter provided, to redeem Preference Shares at par (together with a sum equal to all arrears and accruals of the preference dividend thereon calculated down to the date of redemption whether or not any such dividend has been earned or declared or not) at any time or times prior to 31st December 1992. Provided however that no such optional redemption shall be made unless:-

- (i) not less than six weeks' written notice of redemption shall have been given to each holder of the Preference Shares specifying the number of his shares proposed to be redeemed and the redemption date therefor;

- (ii) the nominal amount of Preference Shares comprised in any single optional redemption shall not be less than £10,000;
- (iii) the redemption notice given to each holder of Preference Shares shall be in respect of that proportion of his Preference Shares as the aggregate of all the Preference Shares comprised in the optional redemption bears to the aggregate of the Preference Shares in issue immediately prior to the date on which the redemption notice is given;
- (iv) the optional redemption is to be made out of profits which are distributable profits of the Company for the purpose of the Act or out of the proceeds of a fresh issue of shares made for the purpose of the optional redemption.

- (b) On each redemption date specified in a notice of redemption given under sub-paragraph (a) above each registered holder of Preference Shares shall be bound to surrender to the Company the Certificates for the shares which are to be redeemed in order that the same may be cancelled, and upon such surrender the Company shall pay him the amount payable in respect of such redemption provided that if any Certificate so surrendered to the Company includes any shares not redeemable on the occasion on which it is to be so surrendered a fresh Certificate for the balance of the shares not redeemable on that occasion shall be issued to the holder surrendering such Certificate to the Company.

(E) As regards voting

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings on a show of hands every member who being an individual if present in person (or in the case of a corporation by a representative) or by proxy and entitled to vote shall have one vote and on a poll every member shall have one vote for each share of which he is the holder provided that (i) the Preference Shares shall entitle the holders thereof to receive notice of and to attend

all general meetings but shall not entitle the holders thereof to vote at any general meeting unless at the date of the notice or requisition to convene the meeting any fixed preferential dividend thereon is more than six months in arrears or any redemption monies due and payable to such holders or any of them in terms of paragraph (C) of this Article remain outstanding in which event on a show of hands each holder of Preference Shares present in person (or in the case of a corporation by a representative) or by proxy shall have one vote and on a poll every holder of Preference Shares shall have one vote for each share of which he is the holder.

VARIATION OF RIGHTS

4. (A) Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall, mutatis mutandis, apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Provided that, without prejudice to the generality of this Article, the special rights attached to the Preference Shares shall be deemed to be varied:-

- (a) by an issue (including for the avoidance of doubt a capitalisation issue) of further shares, ranking as regards participation in the profits or assets of the Company in any respect in priority to or pari passu with the Preference Shares or by any reduction of the authorised or issued capital of the Company or by variation of the rights attached to any other class of shares in the capital of the Company whereby the rights attached to that other class in respect of participation in the profits or assets of the Company come to rank

in priority to or pari passu with the rights conferred upon the Preference Shares; or

- (b) by the sale or disposal of the undertaking of the Company or any substantial part thereof or of the undertaking of any of its subsidiaries or any part thereof if such undertaking or part is substantial in relation to the undertakings of the Company and its subsidiaries as a whole; or
- (c) by any alteration of the restrictions on the powers of the Directors of the Company and its subsidiaries to borrow, give guarantees or create charges; or
- (d) by the calling of a Meeting of the Company for the purpose of considering a resolution to wind up the Company; or
- (e) by the calling of a Meeting of the Company for the purpose of considering a resolution for amending the Memorandum or Articles of Association of the Company; or
- (f) by the calling of a Meeting of the Company for the purposes of considering a resolution to approve a contract by the Company to purchase any of its shares.

(B) In accordance with Section 91 of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. Without prejudice to the provisions of Regulation 5 of Table A, the Company shall be entitled to register trustees as such in respect of any shares held upon any trust.

SHARE CERTIFICATES

6. Regulation 6 of Table A is hereby modified by the adding after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof the following:-

"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act".

LIEN

7. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

FORFEITURE OF SHARES

- 8.. Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:-

"and all expenses that may have been incurred by the Company by reason of such non-payment."

TRANSFER OF SHARES

9. 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.

GENERAL MEETINGS

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. If a quorum is not present within fifteen minutes of the time called for the commencement of the meeting, the meeting shall be adjourned to the same day in the following week at the same time as the original meeting, and notice shall be given of such adjournment. At such adjourned meeting the quorum for the meeting shall be that number, and that member or members, who attend the meeting.

11. Regulation 41 of Table A is hereby modified by the deletion of the words "or if during a meeting such a quorum ceases to be present."
12. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly authorised representative, and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
13. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Office of the Company three clear days prior to such meeting.
14. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 112 and 116 of Table A shall be construed accordingly.

DIRECTORS

15. Unless otherwise determined by ordinary resolution of the Company, the number of Directors (other than alternate Directors) shall not be less than one and there shall be no maximum number. If and so long as there is a sole Director, he may act alone in exercising all the powers and authorities vested in the Directors.
16. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
17. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
18. The office of a Director shall be vacated:-

- (a) if he becomes apparently insolvent (or bankrupt in any other jurisdiction) or suspends payment or compounds with his creditors;
 - (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;
 - (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
 - (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re-enactment thereof;
 - (e) if he is removed from office by notice in writing signed by all his co-Directors and served upon him;
 - (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
19. If any Director necessarily performs or renders any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.
20. Regulation 94 of Table A is hereby modified by the insertion after the end of paragraph (d) thereof of the words "or unless he has disclosed to the Directors the nature and extent of any material interest or duty of his as aforesaid in accordance with the provisions of Section 317 of the Act".
21. A person appointed as an alternate director who is not a Director shall not require to be approved by resolution of the Directors and Regulation 65 of Table A shall be construed accordingly.

THE SEAL

22. Regulation 101 of Table A shall have effect subject to the provisions of Section 36B of the Act.

INDEMNITY

23. Every Director or officer of the Company shall be entitled to 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 or discharge 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 which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
24. Without prejudice to the provisions of Article 23 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, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or 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 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 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 Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Act.

OVER-RIDING PROVISIONS

25. If any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 80 per cent in nominal value of the issued equity shares of the Company, the following provisions (but without prejudice to the provisions of Section 303 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (a) the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed;
- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.