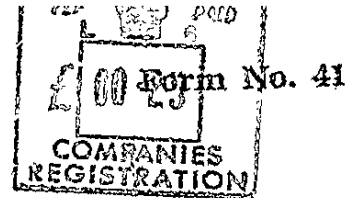
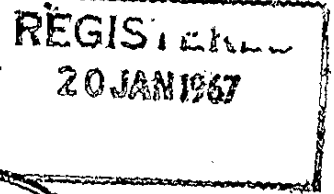


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896298



THE COMPANIES ACT, 1948



A Sta.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

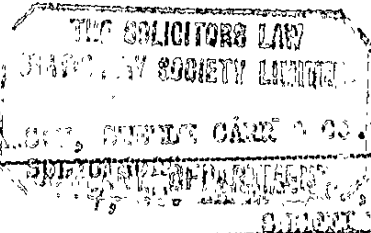
Pursuant to Section 15 (2).

Insert the
Name of the
Company.

H. TURNER & SON (MENS)

LIMITED

Witnessed by



ROBERT A. GIBB, GENERAL CLERK & CO.

CHANCERY LANE, LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, NEVILLE HERVEY HANSON

of Old Cathedral Vicarage, 7, St. James' Rd., Sheffield, 1

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) A Solicitor of the
Supreme Court engaged in the formation of

of

H. TURNER & SON (NEWS) LIMITED

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at Sheffield

in the County of York:

the 4th day of January
one thousand nine hundred and sixty
seven

Before me,

[Signature]

Note.—This margin is reserved for binding and must not be written across.

[Signature]

umber of }
company }

896298/2

STATEMENT OF THE NOMINAL CAPITAL

OF

H. TURNER & SON (NEWS)

REGISTERED

20 JAN 1967

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £1,400.

Signature

Description

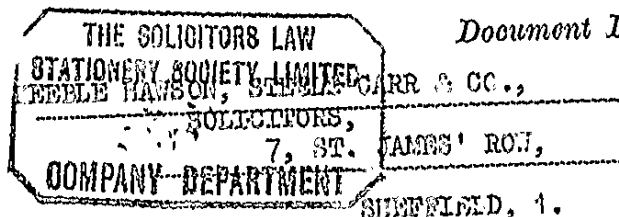
DIRECTOR

Dated the 4th day of January 1967

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by



Document Filer's Reference MTH/CB

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 10; 421 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

5 JAN 1967



The Companies Act, 1948



896298/3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

H. TURNER & SON (NEWS) LIMITED



1. The name of the Company is "H. TURNER & SON (NEWS) LIMITED."

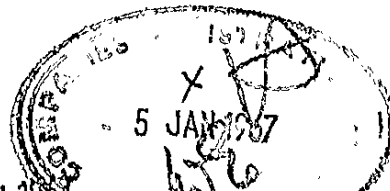
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are—

(A) To carry on business as wholesale and retail newsagents, booksellers, printers and publishers, engravers, manufacturers and retail stationers, library proprietors, newspaper journal proprietors, picture dealers, fancy goods merchants, manufacturers of and dealers in tobacco, cigars, cigarettes, pipes, cigar and cigarette cases, lighters, pouches, fireworks, fancy goods and other articles and things commonly dealt in by tobacconists and fancy goods merchants; confectioners, ice cream manufacturers and merchants, dry cleaning agency, retailers and dealers in sweets, chocolates, grocery, confectionery, drapery and haberdashery, hardware and general household supplies.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.



- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club

or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends,

interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) 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.
- (U) 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, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,100, divided into 100 £1 6 per cent. Cumulative Preference Shares and 20,000 1s. Ordinary Shares. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, 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
<p><i>G. H. B. Turner</i> GORDON HARRY BRYARS TURNER, 'SINATH FIELD', MILLHOUSES LANE, SHEFFIELD, II. COMPANY DIRECTOR.</p>	<p>1 Ordinary</p>
<p><i>A. Turner</i> ASHLEY BRYAN TURNER, 147, DOBBIN HILL, SHEFFIELD, II. COMPANY DIRECTOR.</p>	<p>1 Ordinary</p>

Dated this 4th day of January, 1967.

Witness to the above Signatures

[Signature]

S. Smith

[Signature]

COMPANY LIMITED BY SHARES

Articles of Association

OF

H. TURNER & SON (NEWS) LIMITED

REGISTERED
20 JAN 1967

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3 (as to the issue of Redeemable Preference Shares), 5 (as to the non-variation of rights by the issue of further shares), 53 (as to quorums), 71 (as to forms of proxy), 75 (as to the number and appointment of Directors), 77 (as to Directors' qualifications), 79 (as to the Directors' borrowing powers), 88 (as to disqualification of Directors), 96 (as to removal of Directors), 97 (as to appointment of a new Director in place of a Director removed) and 136 (as to indemnity to officers in respect of proceedings) of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, Part I, and regulations 2 to 6, inclusive, of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

5. One hundred £1 shares of the shares in the original capital shall be Preference Shares and, subject to the provisions of regulation 4 of Table A, Part I, such Preference Shares shall confer the right to a fixed cumulative preferential dividend at the rate of 6 per cent. per annum upon the capital for the time being paid up or credited as paid up thereon, and the right in a winding up to repayment of the capital paid up or credited as paid up thereon, together with all arrears of dividend and dividends accrued thereon to the commencement of the winding up and not actually paid, whether earned or declared or not, and a sum equal to interest on such capital at the rate aforesaid calculated from the date of such commencement to the date of such repayment, before any return of capital is made on any other shares, but the holders of such Preference Shares shall not have the right to participate further in profits or assets in respect of such shares.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven. The following shall be the first Directors of the Company, that is to say—Gordon Harry Bryars Turner, Ashley Bryan Turner, Herbert Shipston and Horace Fellows.

DIRECTORS.

10. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.

POWERS AND DUTIES OF DIRECTORS.

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

13. The office of a Director shall be vacated—
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

ACCOUNTS.

16. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

17. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

18. Every Director or other 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 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution 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 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. H. B. Turner
GORDON HARRY BRYARS TURNER,
"SNAITHFIELD"
MILLHOUSES, LANE.
SHEFFIELD, II.
COMPANY DIRECTOR.

A. Turner
ASHLEY BRYAN TURNER,
147, DOUBIN HILL,
SHEFFIELD, II.
COMPANY DIRECTOR.

Dated this 4th day of January, 1962.

Witness to the above Signatures—

[Signature]

Witness to

[Signature]

DUPLICATE FOR THE FILE.

No. 896298



Certificate of Incorporation

I Hereby Certify that

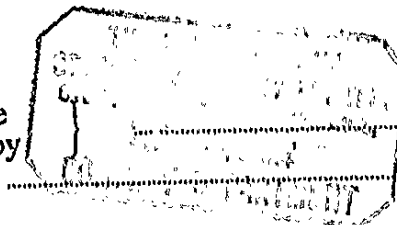
H. TURNER & SON (NEWS) LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTIETH DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield
Assistant Registrar of Companies.

Certificate
received by



Date 20 JAN 1967



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BE

Telephone 01-253 9393 ext **262**

**THE SECRETARY
H. TURNER & SON (NEWS) LIMITED
22/24, WEST BAR,
SHEFFIELD,
3**

Please reply to The Registrar

Your reference

Our reference GAZ list **2429**

D24/ **896298**

Date **- 4 APR 1972**

Dear Sir/Madam

.....

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. N. WEEKES

for Registrar

C 24

H TURNER & SON (NEWS) LTD


COMPANY NO 896298

SPECIAL RESOLUTION

Persuant to Section 252 of the Companies Act 1985

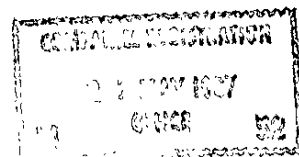
At an extraordinary meeting of the members of the above Company held at Richmond Park Road, Sheffield on 5 February 1986 the following Special Resolution was passed.

That in accordance with Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

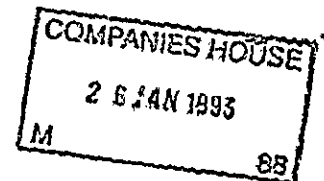


A B TURNER
DIRECTOR

5 FEBRUARY 1986



H. TURNER & SON (NEWS) LTD.
COMPANY NUMBER 896298



EXTRAORDINARY GENERAL MEETING
HELD ON MONDAY, 9TH NOVEMBER 1992
AT RICHMOND PARK ROAD, SHEFFIELD

PRESENT: MR. A. B. TURNER
MR. D. B. LYON
MR. J. M. WOODCOCK

SPECIAL RESOLUTION

As the company was dormant within the meaning of Section 252 of the Companies Act 1985, it was resolved that an auditor would not be appointed.

A handwritten signature in dark ink, appearing to read 'J. M. Woodcock', written in a cursive style.

J. M. WOODCOCK
COMPANY SECRETARY

JMW/JMC
9th November 1992

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 896298

The Registrar of Companies for England and Wales hereby certifies that
H. TURNER & SON (NEWS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TURNERS NEWS LTD.

Given at Companies House, Cardiff, the 17th February 1995



C00896298I

A handwritten signature in dark ink, appearing to read 'L. Pacey'.

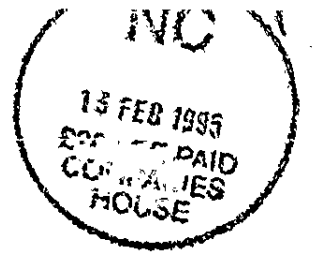
MRS. L. PACEY

For the Registrar of Companies



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

HC008B



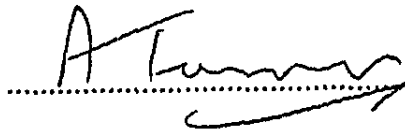
**H. TURNER & SON (NEWS) LTD.
MINUTES OF A BOARD MEETING HELD ON 2ND FEBRUARY 1995
AT RICHMOND PARK ROAD, SHEFFIELD**

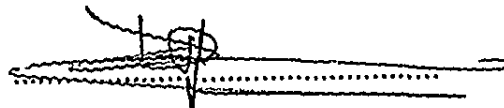
Present: Mr. A. B. Turner
Mr. D. B. Lyon

At a meeting of the Board of Directors for which notice has been duly given held on 2nd February 1995, the following special Resolution was passed and has been duly recorded in the Minutes.

It was resolved that H. Turner & Son (News) Ltd. would change its name to Turners News Ltd.

Certified as a true copy of the Resolution:


CHAIRMAN


SECRETARY