

No. of Company

1083899 //

(No registration  
fee payable)

# THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company BLANEFOLD Limited\*

STANLEY HAROLD DAVIS

I, 22-24 COWPER STREET, LONDON EC2A 4AP  
of

Do solemnly and sincerely declare that I am (see note (a) below) A PERSON NAMED IN  
THE ARTICLES OF ASSOCIATION AS SECRETARY

of BLANEFOLD 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 22 The Ridgeway  
LONDON, N. 3.

the 6<sup>th</sup> day of November  
one thousand nine hundred and  
seventy two  
before me.

David M. Intorm  
A Commissioner for Oaths (see note (b) below)

- (a) "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 "a person named in the articles of association as a secretary"  
(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.

Presented by:

HART & CO. (CITY ROAD) LIMITED  
COMPANY REGISTRATION AGENTS  
22-24 COWPER STREET, CITY ROAD, LONDON EC2A 4AP  
Telephone: 01-253 4108

Presenter's reference.

1083899

No. of Company .....



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Statement of the Nominal Capital  
of

BLANEFOLIS Limited

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

THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 100

Signed .....

State whether Director or Secretary .....

Date .....

Presented by:

HART & CO. (CITY ROAD) LIMITED  
COMPANY REGISTRATION AGENTS  
22-24 COWPER STREET, CITY ROAD, LONDON EC2A 4AP  
Telephone: 01-253 4108

Presentor's reference:

THE COMPANIES ACTS, 1948 TO 1967 ✓

98305/8  
1083899/3  
COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

NOV-02-63 0079

• 020.00

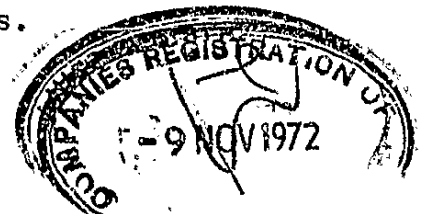
BLANFORD LIMITED

1. The name of the Company is BLANFORD 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 purchase, take on lease, or in exchange, or otherwise acquire any lands and buildings in England or elsewhere, and any estate or interest in any rights connected with any such lands or buildings to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into any contracts and arrangements of all kinds with builders, tenants, and others to construct, maintain, improve, develop, work, control, and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other work and conveniences which the Company may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development working control, and management thereof and to carry on any other trade or business whatsoever, which can in the opinion of the Company advantageously or conveniently be carried on in connection with or by the way of extension of any such business or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to 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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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 such rights, powers and privileges 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.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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.
- (R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.


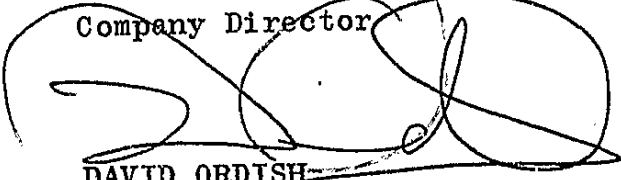
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) 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.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) 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.
- (Y) 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.
- (.) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100. ✓  
divided into 100 Shares of £1 each.

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
 STANLEY HAROLD DAVIS 22-24 Cowper Street, City Road, London EC2A 4AP Company Director	ONE
 DAVID ORDISH 22-24 Cowper Street, City Road, London EC2A 4AP Executive Director	ONE

Witness to the above Signatures-

MICHAEL CLAFF

22-24 Cowper Street,  
 City Road, London EC2A 4AP

Company Director.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

1083899/4

Articles of Association

OF

BLANEFOLDS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and 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 "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, 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, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

## LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

## PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

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 becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 183 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

#### SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis. ✓

#### SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

#### INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

STANLEY HAROLD DAVIS,  
22-24 Cowper Street,  
City Road, London EC2A 4AP

Company Director

DAVID ORDISH,

22-24 Cowper Street,  
City Road, London EC2A 4AP

Executive Director

---

Witness to the above Signatures-

MICHAEL CLAFF

22-24 Cowper Street,  
City Road, London EC2A 4AP

Company Director.



## CERTIFICATE OF INCORPORATION

No. 1085899

I hereby certify that

**BLAKEFOLD LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 26th November 1972.

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

(N. TAYLOR)

Assistant Registrar of Companies

Number of Company:— 1083899.

**THE COMPANIES ACTS, 1948 to 1967**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**OF**

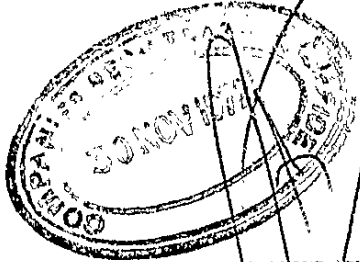
**BLANEFOLD LIMITED**

Passed the 28th day of November 1972

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 22-24 Cowper Street, London, EC2A 4AP on the 28th day of November 1972, the subjoined SPECIAL RESOLUTION was duly passed, viz:—

**RESOLUTION**

THAT the existing Clause 3(A) in the Memorandum of Association of the Company be deleted, and that the attached Clause 3(A) be substituted in its place.

  
S. H. DAVIS (SECRETARY)

Presented by

HART & CO. (CITY ROAD) LTD. 22-24 Cowper Street, London, EC2A 4AP Telephone: 01-253 4108

(A) To carry on the business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches, paper makers and printing and other ink manufacturers in all their branches.

Number of Company:— 1083899

THE COMPANIES ACTS, 1948 to 1957 7826 CH. 010.00

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

**OF**

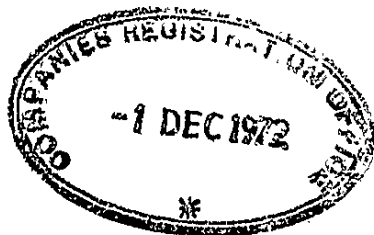
**BLANEFOLD LIMITED**

Passed the 28th day of November, 1972

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 22-24 Cowper Street, London, E. C. 2.  
on the 28th day of November 1972, the subjoined SPECIAL RESOLUTION was duly passed:—

**RESOLUTION**

THAT the name of the Company be changed to:—  
STANLEY THORNES (PUBLISHERS) LIMITED.



.....  
STANLEY HAROLD DAVIS (SECRETARY)





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

1083393

/8

I hereby certify that

**BLANKFOLD LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**STANLEY THOMES (PUBLISHERS) LIMITED**

Given under my hand at London the 11th December 1972.

(N. TAYLOR)  
Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

## Memorandum of Association

BLANEFOLD LIMITED.

amended by Special Resolution passed 28th November 1972

1. The name of the Company is Blanford Limited.

S/R 30/11/72  
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 the business of printers, engravers, publishers, book and print sellers, bookbinders and art journalists in all their branches; newspaper and magazine proprietors, newsagents, journalists, literary agents, and stationers in all their branches; manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and in written, engraved, painted or printed productions in all their branches; advertising agents, advertisement contractors, and designers of advertisements in all their branches, paper makers and printing and other ink manufacturers in all their branches.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to 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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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 such rights, powers and privileges 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.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) 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.
- (R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) 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.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) 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.
- (Y) 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.
- (.) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The share capital of the Company is £100. divided into 100 Shares of £1 each.

No. of Company 1083899



## THE COMPANIES ACTS 1948 to 1967

## Notice and Statement\* of Increase in Nominal Capital



To THE REGISTRAR OF COMPANIES

STANLEY THORNES (PUBLISHERS) LIMITED

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act  
Resolution of the Company dated

that by an Ordinary

9th

day of

February

1973

the nominal capital of

Company has been increased by the addition thereto of the sum of £ 900  
beyond the registered capital of £100



The additional capital is divided as follows:—

Number of Shares 900

Class of Share Ordinary

Nominal amount  
of each share

one pound

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

Nil.

Signature

State whether Director  
or Secretary

Director

Dated the 9th day of February, 19 73

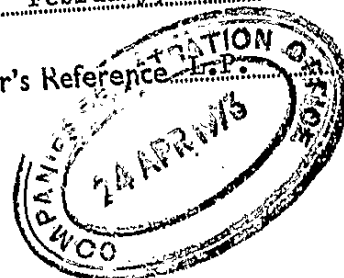
Presentor's Reference

Presented by

Messrs. Sacker &amp; Partners.

419, Oxford Street,

LONDON, W.1.



\*DELETE "in  
statement" in  
case where a  
SEPARATE  
statement is  
presented for notes.

Insert name  
of Company.

\*State which of  
Ordinary or  
Special  
Resolution

If any of the new  
shares are  
Preference Shares  
state whether they  
are redeemable or  
not. If this space is  
insufficient the  
conditions should  
be set out  
separately by way of  
Exhibit.

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTION  
of

STANLEY THORNES (PUBLISHERS) LIMITED

(COMPANY NUMBER: 1083899)

At an Extraordinary General Meeting of the above Company duly convened and held at Avenue House, 131-133 Holland Park Avenue, London W11 4UT on Monday 16 December 1991 the following Resolution was duly proposed and passed as an Elective Resolution:-

ELECTIVE RESOLUTION

"That the Company hereby elects:

- (a) Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) Pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (c) Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually."



Chairman

COMPANIES ACT 1985  
21.12.1991

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

OF

STANLEY THORNES (PUBLISHERS) LIMITED

(COMPANY NUMBER 1083899)

At an Extraordinary General Meeting of the above Company duly convened and held at Avenue House, 131/133 Holland Park Avenue, London W11 4UT on Wednesday 29 July 1992 the following Special Resolution was duly proposed and passed:

THAT the following clause be added to the Company's Articles of Association:

"13(6) Directors

If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company."

Signed.....*John Howell*.....

Position.....*Company Secretary*.....

