

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company.

41a

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[]

1736668

Please complete legibly, preferably in black type, or bold black lettering

Name of Company

JOHN LIBBEY EUROTTEXT

Limited*

* delete if inappropriate

I, MARTIN JEFFREY WEBSTER

of 124-128 City Road, London EC1Y 2NJ

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † the person named as Secretary of the Company in the statement delivered under Section 21 of the Companies Act 1976

of JOHN LIBBEY EUROTTEXT

Limited*

and that all the requirements of the Companies Acts 1948 to 1980 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 63 South Audley Street
London W1Y 6HJ

Signature of Declarant

the 15th day of JUNE
One thousand nine hundred and Eighty-three

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

before me *W. M. Minterman*
A Commissioner for Oaths ‡

Presentor's name, address and reference (if any)

For official use
General section

Postroom

Stanley Davis (Company Services) Limited

International Company Registrations and Searches

124-128 City Road, London EC1Y 2NJ
Telephone 01-250 3350 Telex 2857-DAVIS G
LDE Box No. 274

131
1736668
**Memorandum
of Association**

of

JOHN LIBBEY EUROTEXT LIMITED

150
The Companies Acts 1948 to 1981
Company Limited by Shares

1736668



1. The name of the Company is John Libbey Eurotext 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 sell computer time, equipment, designs for equipment and electronic circuitry, computer systems and programs; to provide, sell and hire data preparation, computer processing, subscriptions processing, consultancy, list preparation and clerical services; to engage in systems and facilities management, equipment, hire, recruitment consultancy and staff hire; to provide maintenance of equipment and programs, and to maintain and sell information held on computers.
 - (B) To carry on the business of magazine, periodical and journal proprietors, press agents, newsagents, publishers, designers, booksellers, book binders, wholesale and retail stationers, fancy goods and leather goods dealers, and account book manufacturers and to start, acquire, print, publish and circulate or otherwise deal with any newspaper, journal or other publication.
 - (C) To carry on business as printers, art printers, colour printers, copper-plate printers, etching printers, lithographic printers, off-set printers, photogravure printers, roll form and automatic printers, sporting printers, trade printers, type setters, and as printers generally; and as engravers, electrotypers, type foundry, type cutters, photographers, lithographers, artists, designers and dealers in type, ink, paper, and other materials, and draughtsmen, musical and artistic agents, newsagents, journalists, literary, dramatic and music critics, business investigators and accountants; and as advertisement and publicity agents and contractors and experts; and as paper makers, publishers' remaindermen, picture, print, engraving and art dealers, picture-frame makers, cartographers, tobacco merchants, trunk, case, portmanteau and fancy goods dealers, box, cardboard and packing case and general packing materials makers and merchants, metal and alloy makers, refiners and workers, tool makers, engineers, electricians, goldsmiths, silversmiths and electro-platers, garage proprietors, warehousemen and general storekeepers, store proprietors, store managers and manufacturers.
 - (D) To acquire any copyright, rights of production, re-production, translation or publication.

Stanley Davis

Clauses 3(E) to (L)

- (E) To promote, establish and conduct lawful competitions and games of skill and to offer and grant prizes, rewards and other advantages in connection with the same, and to promote and conduct concerts, dances, exhibitions and other public or private performances or displays and to promote, organise, support, carry on or subsidise any clubs, societies, research laboratory or other similar organisation.
- (F) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.
- (G) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (H) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (I) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (J) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (K) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable

Clauses 3(M) to (S)

of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (M) To subsidise, and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (N) Either with or without the Company receiving any consideration or advantage; direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person firm or company whatsoever.
- (O) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (P) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (Q) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (R) To receive money on deposit upon such terms as the Company may approve.
- (S) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.

Clauses 3(T) to (AA)

- (T) To lend money with or without security, but not to carry on the business of a registered money lender.
- (U) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (V) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (W) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (X) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (Y) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (Z) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publications of books and periodicals, and by granting prizes, rewards and donations.
- (AA) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any

Clauses 4 to 5.

4. The liability of the members is limited.
5. The Share Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

We, the several persons whose names, addresses and descriptions 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 description of Subscribers

Number of Shares taken
by each Subscriber

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

Company Director

ONE

MARTIN JEFFREY WEBSTER
124-128 City Road
London EC1V 2NJ

Company Secretary

ONE

Dated the 6th day of June 1983

Witness to the above Signatures:

SIMON FAIRLEY
124-128 City Road
London EC1V 2NJ

Registration Assistant

Articles of Association

The Companies Acts 1948 to 1981
Company Limited by Shares

of

JOHN LIBBEY EUROTTEXT LIMITED

1736668

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PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the First Schedule to the Act (such Table being hereinafter called "Table A") shall apply to the Company.
2. Regulations 3, 11, 22, 24, 30, 58, 71, 73A, 79, 80, 84(2), 84(4) and 88 to 94 (inclusive) of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.
3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

4. The Company is a private limited company, and accordingly :-
 - (a) No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 45(2) and 55 of the Act shall apply for the purposes of this Regulation as they apply for the purposes of the Act.

INTERPRETATION

5. In Regulation 1 of Table A between the words "regulations" and "the Act" the words "and in any articles adopting in whole or in part the same" shall be inserted.
6. In these Regulations :-

The Statutes means	All those Acts which by virtue of Section 119(2) of the Companies Act 1981 may together be cited as The Companies Acts 1948 to 1981;
The Act means	The Companies Act 1948;
The 1980 Act means	The Companies Act 1980;
The 1981 Act means	The Companies Act 1981.

Articles 7 to 8

SHARES

7. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of Section 14 of the 1980 Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot grant options over or otherwise dispose of such shares to such persons on such terms and in such manner as they think fit provided always that:-

(i) Save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company.

(ii) The Members in General Meeting may by Ordinary Resolution:-

(a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years; but such resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the authority or renewed authority will expire;

(b) revoke or vary any such authority (or renewed authority).

(iii) Notwithstanding the provisions of sub-clauses (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any securities into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

8. In accordance with sub-section (9) of Section 17 of the 1980 Act sub-section (1) (6) and (7) of Section 17 of the 1980 Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot 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 afore-

said or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

9. The proviso to Regulation 15 of Table A shall not apply to the Company.

10. Subject to Part III of the 1981 Act, and to Regulation 14, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise, but this Regulation shall have no effect until the relevant provisions of that Part of that Act shall have come into force.

11. Subject to Part III of the 1981 Act, any shares may, with the sanction of an ordinary Resolution, be issued on the terms that they are or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution agree, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise, but this Regulation shall have no effect until the relevant provisions of that Part of that Act shall have come into force.

12. Subject to Part III of the 1981 Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

13. The lien conferred by Regulation 11 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt for the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereupon.

TRANSFER OF SHARES

14. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Regulation 10 unless and until the rights or pre-emption hereinafter conferred shall have been exhausted.

(b) Any Member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called a "transfer notice") to the Company of such proposal. That transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more

Article 14 (b) to (g)

lots at the discretion of the Directors to the Members (other than the vendor), at that price save that if the Directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "a certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.

(c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.

(d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value) the Company shall forthwith by notice in writing (hereinafter called the "offer notice") inform each Member (other than the vendor) of the number and price of the said shares and shall invite each such Member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(e) If such Members shall within the said period of 21 days apply for all or (save as otherwise provided in the transfer notice) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant Members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant Member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without subdivision of being allocated to the Members in proportion to their existing holdings, the same shall be allocated to the applicant Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.

(f) The Company shall forthwith give notice of such allocations (hereinafter called an "allocation notice") to the vendor and to the Members to whom the said shares have been allocated and shall specify in that allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.

(g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in an allocation notice to the purchasing Members named therein at the place and time therein specified; and if in any case the vendor after having

become bound as aforesaid makes default in transferring any shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing Member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

(h) During the 6 months following the expiry of the period of 21 days referred to in paragraph (e) of this Regulation the vendor shall be at liberty subject nevertheless to the provisions of paragraph (i) of this Regulation to transfer to any person (including, but subject to Regulation 10, the Company) and at any price (not being less than the price fixed under paragraph (b) of this Regulation) any of the said shares not allocated by the Directors in an allocation notice.

(i) 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.

15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

16. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

17. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll vote instead of him and that such proxy need not also be a Member. Regulation 50 of Table A shall be modified accordingly.

18. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. Regulation 69 of Table A shall be modified accordingly.

19. The word "fourteen" shall be substituted for the word "thirty" in Regulation 57 of Table A.

20. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy. Unless a poll be so demanded a declaration

Articles 20 to 26

tion by the Chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of the Statutes, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such Members.

DIRECTORS

22. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

23. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. 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 discretions and authorities vested in the Directors, and Regulation 99 of Table A shall be modified accordingly.

24. 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.

25. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate and by the like notice revoke such appointment. Such alternate Director must be either a Director of the Company or a person approved by a majority of 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 Director. One person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own vote. Such alternate Director shall not be deemed to be the agent of the Director whom he represents.

26. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 64 of the 1980 Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

27. The office of Director shall be vacated if the Director:-

- (a) Resigns his office by writing under his hand left at the Registered Office.
- (b) Be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors.
- (c) Becomes for the time being prohibited from being a Director by reason of any order made under any of the Statutes.
- (d) Is removed from office by a resolution duly passed under Section 184 of the Act.

28. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and any other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

29. The Directors shall manage the business of the Company, and all the powers of the Company which are not by the Statutes, these Regulations or the Regulations of Table A which apply to the Company required to be exercised by the Company in General Meeting shall be exercised by the Directors.

DIVIDENDS

30. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part III of the 1980 Act which apply to the Company.

SEAL

31. In Regulation 113 of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

Names, addresses and description of Subscribers

STANLEY HAROLD DAVIS
124-128 City Road
London EC1V 2NJ

Company Director

MARTIN JEFFREY WEBSTER
124-128 City Road
London EC1V 2NJ

Company Secretary

Dated the 6th day of June 1983

Witness to the above Signatures

SIMON FAIRLEY
124-128 City Road
London EC1V 2NJ

Registration Assistant

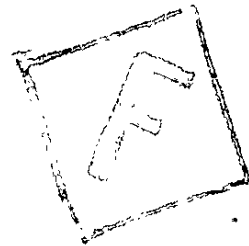


THE COMPANIES ACTS 1948 TO 1980

Form No. 1

**Statement of first directors and
secretary and intended situation
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976



1



Company number

1736668/5

Name of Company

JOHN LIBBEY EUROTEXT

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

124-128 City Road, London EC1V 2NJ

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Stanley Davis (Company Services) Limited

124-128 City Road

London EC1V 2NJ

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

For official use
General section

Post room

Stanley Davis (Company Services) Limited

Exemptions: Company Registrations and Searches

124-128 City Road, London EC1V 2NJ
Telephone 01-250 3350 Telex 21857-DAVIS G
LDE Box No 274

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Stanley Harold Davis	Business occupation	Company Director
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	124-128 City Road London EC1V 2NJ	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Stanley Davis (Company Services) Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9th May 1983	

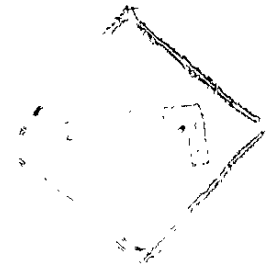
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	Martin Jeffrey Webster
Former name(s) (note 3)	None
Address (notes 4 & 7)	124-128 City Road London EC1V 2NJ
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 9th May 1983

Signed by or on behalf of the subscribers of the memorandum:

Signature	Subscriber	† Date 9th May 1983
Signature	Subscriber	† Date 9th May 1983

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1736668

I hereby certify that

JOHN LIBBEY EUROTTEXT LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration

Office, Cardiff the 5TH JULY 1983

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer