

Statutory Declaration of compliance with requirements on application for registration of a company

Pursuant to section 12(3) of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably in
black type, or bold
block lettering.* Insert full name
of company.

Name of Company

* Alnery No. 1180 Limited

I, Clare Elizabeth Higginsof 9 Cheapside, London EC2V 6AD† Delete as
appropriate

do solemnly and sincerely declare that I am a {Solicitor engaged in the formation of the company} ~~person named as secretary or director of the company in the statement delivered to the Registrar under section 10(2)}~~ and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at THOMAS GODDARD
150 ALDERSGATE STREET
LONDON EC1A 4EU

Declarant to sign below

the 4 day of Dec
One thousand nine hundred and 91

before me

R. C. HaleClare E Higgins† Or Notary Public or
Justice of the Peace
or Solicitor having
the powers conferred
on a Commissioner
for Oaths.

A Commissioner for Oaths†

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

Allen & Overy
9 Cheapside
London EC2V 6AD
Ref: DWS

For official use

New companies section

Post room

10

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

This form should be completed in black.

Company name (in full)

CN

2670617

For official use

☐

ALNERY NO. 1180 LIMITED

Registered office of the company on
incorporation.

RO

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name ALLEN & OVERY

RA

9 CHEAPSIDE

Post town LONDON

County/Region EC2V 6AD

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

D. W. STEWART

ALLEN & OVERY

9 CHEAPSIDE LONDON

Postcode EC2V 6AD

Telephone 071 248 9898

Extension 6670

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS

ALNERY INCORPORATIONS NO.1 LIMITED

AD

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

Country ENGLAND

I consent to act as secretary of the company named on page 1
for and on behalf of Alnery Incorporations No.1 Limited

Signed

Date

21 NOV 1991

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

ALNERY INCORPORATIONS NO.1 LIMITED

AD

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

Country ENGLAND

DO

Nationality

NA

CC

OD

I consent to act as director of the company named on page 1
for and on behalf of Alnery Incorporations No.1 Limited

Signed

Date

21 NOV 1991

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	ALNERY INCORPORATIONS NO.2 LIMITED	
<hr/>		
<hr/>		
<hr/>		
<hr/>		
AD	9 CHEAPSIDE	
<hr/>		
<hr/>		
Post town <u>LONDON</u>		
<hr/>		
County/Region <u></u>		
<hr/>		
Postcode <u>EC2V 6AD</u>		Country <u>ENGLAND</u>
<hr/>		<hr/>
DO	<u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Nationality NA
<hr/>		<hr/>
OC	<u></u>	
<hr/>		<hr/>
OD	<u></u>	
<hr/>		<hr/>
I consent to act as director of the company named on page 1 for and on behalf of <u>Alnery Incorporations No.2 Limited</u>		
Signed <u><i>[Signature]</i></u>		Date <u>21 NOV 1991</u>

Delete if the form
 is signed by the
 subscribers.

<u>Allen & Overy</u>	
Signature of agent on behalf of all subscribers	Date <u>21 NOV 1991</u>

Delete if the form
 is signed by an
 agent on behalf of
 all the subscribers.

All the subscribers
 must sign either
 personally or by a
 person or persons
 authorised to sign
 for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

2670617



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ALNERY NO. 1180 LIMITED

1. The Company's name is "Alnery No. 1180 Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
 - (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any company which is its holding company;
 - (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
 - (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for,

the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;

- (9) to support and subscribe to any charitable or public object of any kind and to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) subclauses (2) to (11) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;

(iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and

(iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.


We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers

Number of shares
taken by each
subscriber

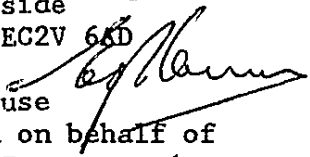
Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1


D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Alnery Incorporations No.2 Limited
9 Cheapside
London EC2V 6AD

1


E.G. Rouse
for and on behalf of
Alnery Incorporations
No.2 Limited

Total shares taken

2

Dated 21st November, 1991

Witness to the above signatures:

A.J. Cantwell
9 Cheapside
London EC2V 6AD



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALNERY NO. 1180 LIMITED

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in Table A shall apply to the Company. For the purposes of these Articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
2. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other statute for the time being in force affecting the Company (together "the Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.

SHARE CAPITAL

4. (1) The directors are generally and unconditionally authorised (for the purposes of section 80 of the Act) at any time or times during the period of five years from the date of the incorporation of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the authorised share capital of the Company at that date.
- (2) At the expiry of the period of five years, the authority contained in paragraph (1) shall expire, but the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This Article is in addition to, and not limited by, the provisions in sections 381A and 381B of the Act. Regulation 53 of Table A shall not apply.

6. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.

- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.

- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

7. A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

DIRECTORS

8. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any one of its directors or its duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office.
- (2) In addition to the circumstances set out in Regulation 81 of Table A, the office of a director shall be vacated if he is removed from that office in accordance with this Article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
9. (1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

10. (1) In addition to the persons mentioned in Regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) Any person appointed as an alternate director shall vacate his office as an alternate director:

- (a) if and when the director by whom he has been appointed ceases to be a director; or
- (b) if the director by whom he has been appointed removes him by written notice to the Company; or
- (c) in the event of any circumstances which, if he were a director, would cause him to vacate that office.

Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

- 11. (1) The powers of the directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

- 12. (1) A director who is in any way, whether directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes.
- (2) Subject to such disclosure, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his votes shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 13. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulations 66 and 88 of Table A shall be amended accordingly.
- 14. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile or telex".
- 15. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 12.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

- 16. The directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the seal and of any official seal for use abroad in accordance with the Statutes. The seals shall only be used with the authority of the directors or of a committee of the directors authorised by the directors for that purpose. Every instrument to which the seal is affixed shall be signed by a director and countersigned by the secretary or by a second director or by some other person appointed for the purpose by the directors or the committee. Regulation 101 of Table A shall not apply.

NOTICES

- 17. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- 18. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched


shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY


19. Every director, other officer or auditor of the Company shall, to the extent permitted by the Statutes, be indemnified out of the assets of the Company against any liability incurred by him in the execution of, or in relation to, his duties. This indemnity shall not apply to any liability to the extent that it is recovered from any other person and the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, to the intent that the indemnity shall not apply where an alternative right of recovery is available and capable of being enforced. Subject to the Statutes, no director, other officer or auditor shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of, or in relation to, his duties. This Article does not require the Company to purchase and maintain for any such officer or auditor insurance against any such liability, but does not restrict the Company from doing so. Regulation 118 of Table A shall not apply.

Names and addresses of subscribers

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD


D.W. Stewart
for and on behalf of Alnery
Incorporations No. 1 Limited

Alnery Incorporations No. 2 Limited
9 Cheapside
London EC2V 6AD


E.G. Rouse
for and on behalf of Alnery
Incorporations No. 2 Limited

Dated 21st November, 1991

Witness to the above signatures:

A.J. Cantwell
9 Cheapside
London EC2V 6AD



File No: E0770101.DOC

FILE COPY



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

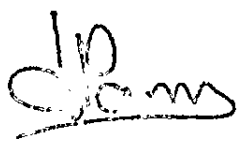
No. 2670617

I hereby certify that

ALNERY NO. 1180 LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 12 DECEMBER 1991


MRS. L. PARRY

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not
write in
this margin.

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2600617

*Insert full name
of company.

Name of company

* ALNERY NO. 1180 LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

For
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate.

Signed

Designation

Date

Presenter's name address telephone
number and reference (if any):

ALLEN & OVERY
9 CHEAPSIDE
LONDON EC2V 6AD

GGB/PJWS

For official use
D.E.B.

Post room

COMPANIES HOUSE, GARNIFF
LONDON

13 JUL 1992 14 JUL 1992

106

The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crinascott Street, London SE1 5TS.

Companies G224

1990 Edition
8.00 F17380

5018191



SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACT 1985

SPECIAL RESOLUTION (pursuant to Section 378 (2) of the Companies Act 1985)

COMPANY NUMBER 2670617
.....
COMPANY NAME Alnery No 1180 Ltd
.....
.....

At an extraordinary General*/~~Annual General~~*/~~General~~ Meeting of the members of the above named company, duly convened and held at:

27 Farm Street, London W1X 6RD
.....
.....

on the 4th day of March 1993
..... ..

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME WPP Group (UK) Ltd
.....
.....

Signature: 
.....
Chairman, Director, Secretary or Officer of the Company

Notes:

* Please delete as appropriate.

N.B. The copy Resolution must be filed with the Registrar of the Companies within 15 days after the passing of the Resolution.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2670617

I hereby certify that

ALNERY NO. 1180 LIMITED

having by special resolution changed its name,
is now incorporated under the name of

WPP GROUP (UK) LTD

Given under my hand at the Companies Registration Office,
Cardiff the 8 APRIL 1993

A handwritten signature in dark ink, appearing to read 'M. Lewis', with the name 'M. LEWIS' printed in a small, bold, sans-serif font directly beneath it.

an authorised officer

G

COMPANIES FORM No. 244

244

Notice of claim to extension of period allowed for laying and delivering accounts—overseas business or interests

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2670617

Name of company

*Insert full name of company

• WPP Group (UK) Limited

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~[ending]~~ (which ended on)†

Day Month Year

3 1 1 2 1 9 9 2

‡Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation‡ Secretary

Date 13.9.93

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

Edge & Ellison
18/19 Southampton Place
London WC1A 2AJ
Ref: FM/SH/8026

For official use
General Section

Post room





COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2670617

Name of company

*WPP Group UK Limited

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23rd December 1993 the nominal capital of the company has been
increased by £ 29,888,900 beyond the registered capital of £ 100.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

~~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:~~

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation Director

Date 28/2/94

Presentor's name, address and
reference (if any):Edge & Ellison
18/19 Southampton Place
London WC1A 2AJ

FM

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS.

Companies G123

1987 Edition
6.90 F12244
5017157

Company No: 2670617

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF WPP GROUP (UK) LIMITED

Dated this 11th day of May, 1994

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held.

The accounts of the company for the financial year ending 31 December 1992 having been sent out in accordance with Section 238 of the Companies Act 1985, and the company, having been dormant since the end of that year, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Authorised signatory for and
on behalf of WPP Group plc

Authorised signatory for and
on behalf of WPP Group
(Nominees) Limited

0604R

.....
D. K. L. CALOW
COMPANIES
PD15
14 MAY 1994

.....
D. Calow
D Calow (Secretary)

G**COMPANIES FORM No. 244****244**

CHA 116

**Notice of claim to extension of
period allowed for laying and
delivering accounts — oversea
business or interests**Please do not
write in
this marginPursuant to section 244 of the Companies Act 1985
as inserted by section 11 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company Number

2670617

Name of company

• WPP GROUP (UK) LIMITED

* insert full name
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and Claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on] †

† delete as
appropriate

Day Month Year

3 1 1 2 1 9 9 3

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡

Secretary

Date

5/9/94

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presentor's name, address
telephonenumber and reference (if any):Edge & Ellison
18/19 Southampton Place
London WC1A 2AJ

Ref: FM/RD/AC/8026

For official use
D.E.B.

WPP GROUP (UK) LIMITED

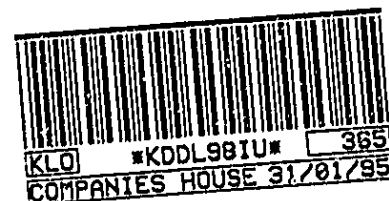
MINUTES of a Meeting of the Board of Directors
held at 27 Farm Street, London W1X 6RD
on 23 day of December 1993 at 11.30am/pm

PRESENT: R E Ierwill (Chairman of the Meeting)
M S Sorrell

IN ATTENDANCE D F Calow (Company Secretary)

1. The Chairman noted that there was a quorum present in accordance with the articles of association of the Company and opened the Meeting.
2. The Chairman reported that the Company had received a letter from its holding company, WPP Group plc, offering to subscribe for 8,500,000 Ordinary Shares of £1 each fully paid at par.
3. The Directors noted that the current authorised share capital of the Company is £100 of which 2 Ordinary Shares of £1 each have been issued.
4. The Directors decided that the proposed subscription was in the best interests of the Company and that the opportunity should be taken to increase the Company's authorised share capital to £30,000,000 in order to enable the Company to effect future capitalisations.
5. The Chairman tabled a proposed written resolution of the shareholders of the Company increasing the Company's authorised share capital to £30,000,000 divided into 30,000,000 Ordinary Shares of £1 each, giving the Directors power to allot the new Ordinary Shares of £1 each and to disapply the provisions of Section 89(1) of the Companies Act 1985.

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6. The Chairman then adjourned the Meeting in order that the proposed written resolutions may be proposed to the shareholders and signed if they think fit.

7. The Meeting was then adjourned.

8. The Chairman reconvened the Meeting and reported that the proposed written resolutions had been signed by all the members of the Company and that the sum of £8,500,000 had been received by the Company.

9. IT WAS RESOLVED that 8,500,000 Ordinary Shares of £1 each should be allotted to WPP Group plc fully paid at par.

10. The Company Secretary was asked to file the following with the Registrar of Companies:-

- (i) Form 123;
- (ii) Form 88(2); and
- (iii) A print of the written resolutions.

and to issue a share certificate to WPP Group plc for 8,500,000 Ordinary Shares of £1.00 each.

11. There being no further business, the Chairman closed the Meeting.

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CHAIRMAN