



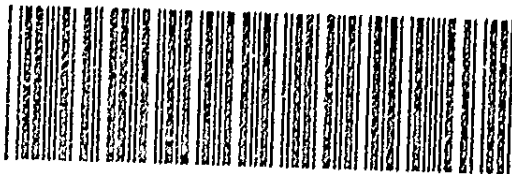
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2961588

The Registrar of Companies for England and Wales hereby certifies that
CAREERS ENTERPRISE LIMITED

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

Given at Companies House, London, the 18th August 1994



N02961588Q

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

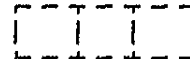
**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

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

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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

2961588

Name of company

* CAREERS ENTERPRISE LIMITED

* insert full
name of CompanyI, SIMON ANTHONY BICKERDILE
of 51 EASTCHEAP, LONDON, EC3M 1JP† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary 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 Watsons & Morse, Plantation
House 31-35 Fenchurch Street
London EC3

Declarant to sign below

the 18th day of August 1994One thousand nine hundred and ninety four
before me Douglas (C. DOUGLASS)Simon Bickerdile

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

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

CLYDE & CO
51 EASTCHEAP
LONDON
EC3M 1JP

TEL: 071 623 1244
REF: VH/PRM/9403441

For official Use
New Companies Section

Post room





COMPANIES HOUSE

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 2961558

For official use ☐

CAREERS ENTERPRISE LIMITED

Registered office of the company on
incorporation.

RO 51 EASTCHEAP

Post town

County/Region LONDON

Postcode EC3M 1JP

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

RA

Post town

County/Region

Postcode



KLO *K4URN3WV* 2223
COMPANIES HOUSE 18/08/94

Number of continuation sheets attached

☐

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

CLYDE & CO

51 EASTCHEAP

LONDON

Postcode EC3M 1JP

Telephone 071 623 1244

Excluded REF: VH/CWD

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

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

CS

CLYDE SECRETARIES LIMITED

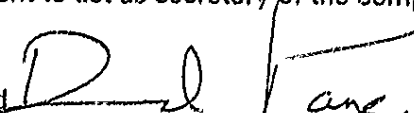
AD 51 EASTCHEAP

Post town

County/Region LONDON

Postcode EC3M 1JP Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed  Date 18/8/94

DIRECTOR FOR & ON BEHALF OF
CLYDE SECRETARIES LIMITED

CD MR

CHRISTOPHER WILLIAM

DUFFY

AD 36 SUMMERFIELD AVENUE

Post town

County/Region LONDON

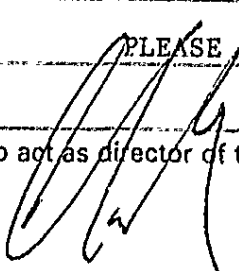
Postcode NW6 6JY Country ENGLAND

DO 0 1 0 6 5 7 Nationality **NA** BRITISH

OC SOLICITOR

OD PLEASE SEE THE ATTACHED LIST

I consent to act as director of the company named on page 1

Signed  Date 18/8/94

Directors (continued)

(See notes 1 - 5)

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	MR
DAVID WILLIAM	
PAGE	
AD	17 RYDERS
LANGTON GREEN	
Post town	TUNBRIDGE WELLS
County/Region	KENT
Postcode	TN2 0DQ
Country	ENGLAND
DO	0 8 0 8 5 7
Nationality	MA BRITISH
OC	SOLICITOR
OD	PLEASE SEE THE ATTACHED LIST
I consent to act as director of the company named on page 1	
Signed	Date 18/8/94

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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 18/8/94
Signed	Date
Signed	Date 18/8/94
Signed	Date
Signed	Date
Signed	Date

LIST OF DIRECTORSHIPS OF
CHRISTOPHER WILLIAM DUFFY

CLYDE NOMINEES LIMITED
CLYDE NOMINEES (NO.2) LIMITED
CLYDE OVERSEAS SERVICE COMPANY LIMITED
CLYDE SECRETARIES LIMITED

(82927)

LIST OF DIRECTORSHIPS OF

DAVID WILLIAM PAGE

CURRENT DIRECTORSHIPS

CLYDE & CO LIMITED
CLYDE NOMINEES LIMITED
CLYDE NOMINEES (NO.2) LIMITED
CLYDE OVERSEAS SERVICE COMPANY LIMITED
CLYDE SECRETARIES LIMITED

PAST DIRECTORSHIPS

SCHULER WINE ST. JACOB'S CELLARS LIMITED

(82932)

THE COMPANIES ACT 1985 AS AMENDED

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

CAREERS ENTERPRISE LIMITED



1. The name of the Company is Careers Enterprise Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The Company's objects are:-
 - (I) The object of the Company is to carry on business as a general commercial company.
 - (II) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1985 as amended the Company has power to do all or any of the following things:-
 - (A) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere, in all or any part of its branches, business, undertakings, projects or enterprises of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.
 - (B) (1) To carry on any other business which can, in the opinion of the directors, be advantageously or conveniently carried on by the Company by way of extension of, or in connection with, any business which the Company is authorised to carry on, or which may directly or indirectly develop any business which the Company is authorised to carry on.

NW017694
N/INC TWO
SAME DAY



- (2) To acquire the whole or any part of the business, property, assets and liabilities of any company or person having property suitable for the purposes of the Company or carrying on or proposing to carry on any business which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to undertake and carry on or to liquidate and wind up any such business.
- (3) To acquire, hold and deal with shares, stocks, securities, certificates, rights, debentures or investments in any company or corporation carrying on business in any part of the world.
- (4) To purchase, lease, license, exchange, hire or acquire in any other manner, for any estate or interest, any real or personal property and any rights or privileges, for any purpose in connection with any business for which the Company is authorised to carry on and to sell, lease, license, hire, create easements and other rights over, improve, manage or develop and in any other manner deal with such property of the Company or any part thereof as the directors may think fit.
- (5) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, license or otherwise turn to account any such property, knowledge and rights.
- (6) To build, construct, maintain, alter, enlarge, demolish, remove or replace any buildings, works, plant or machinery, for any purpose, in connection with any business which the Company is authorised to carry on.
- (7) To receive money on deposit or loan, whether at interest or not, and to borrow, raise or secure the payment of money by mortgage, charge or lien or by the issue of debentures or debenture stock, perpetual or

otherwise, or in any other manner, either with or without security and to charge all or any of the property or assets of the Company whether present or future, including its uncalled capital, to support any obligations of the Company or of any other company or person, and collaterally or further to secure any securities or obligations of the Company by a trust deed or other assurance.

- (8) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (9) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (10) To advance and lend money and give credit to any company or person with or without security and (with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee) to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company, or by one or more of such methods, the performance of the obligations, and the payment of the capital or principal (together with any premium), of, and dividends or interest on, any stocks, shares or securities, loans (whether secured or not), trading or current account of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company.

- (11) To pay for any rights or property acquired by the Company and to remunerate any person, firm or company rendering services to the Company either in cash, or in exchange for any stock, shares, securities or debentures of, or other investments in, any company, or in any other manner, and to accept any stock, shares, securities, debentures of, or other investments in, any company or otherwise in payment or part payment of any obligation of any company.
- (12) To pay all or any of the preliminary or formation expenses of the Company and of any company formed or promoted by the Company.
- (13) To vest any real or personal property, rights or interests, belonging or accruing to the Company, in any company or person on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (14) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the undertaking of the Company or any part thereof as the directors may think fit.
- (15) To distribute among the members of the Company any property of the Company in specie or otherwise (but so that no such distribution amounting to a reduction of capital shall be made without the sanction required by law) and to permit and authorise any liquidator of the Company to distribute any of the property of the Company in specie among the members of the Company.
- (16) To establish, promote, finance or otherwise assist or concur in the establishment or promotion of any company for the purpose of acquiring the whole or any part of the property, business or undertaking of the Company, or of furthering any of the objects of the Company, and to acquire and hold any shares, stock, securities or debentures of, or other investments in, any such company and to issue, place, underwrite or guarantee the subscription for, or concur in

issuing, placing, underwriting, or guaranteeing the subscription for, any shares, stock, securities or debentures of, or other investments in, the Company.

- (17) To enter into and implement any agreement or arrangement for the sharing of the profits or for the conduct of any business of the Company in association with or through the agency of any other company or person, or any joint venture, reciprocal, concession, or other such agreement with any company or person.
- (18) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to reconstruct the Company in any manner authorised by the Companies Act for the time being in force.
- (19) To take all requisite steps in Parliament or with the national, local, municipal or other authorities of any place in which the Company may have interests and to negotiate or operate for the purpose of furthering the interest of the Company or its members or of effecting any modification in the constitution of the Company and to oppose any steps taken which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (20) To subscribe or guarantee money for any national, local, charitable, benevolent, political, public, general or useful purpose or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interest of its members.
- (21) To establish or support associations, institutions, clubs, funds, trusts and schemes which may be considered likely to benefit any persons who are or at any time have been employees, officers or directors of the Company or the families, relations, connections or dependants of such persons and to make payments towards insurances, institute or

contribute to pension schemes, grant pensions or gratuities to and provide for the welfare of any such persons and to establish and contribute to any scheme for the purchase or acquisition by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with any of its employees.

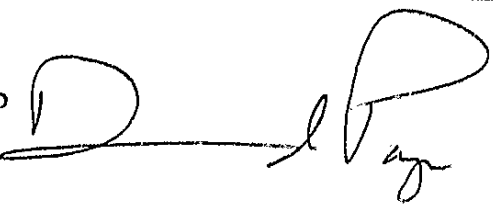
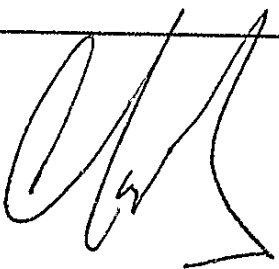
- (22) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone, or in conjunction with others, and to procure the Company to be registered or recognised in or under the laws of any country or place outside the United Kingdom.
- (23) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

The objects set out in any sub-clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not be in any way limited or restricted by reference to, or inference from, any other object or objects set out in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the word "company" or the phrase "company or person" shall be deemed to include any body (corporate or unincorporate), association, firm, company or person.

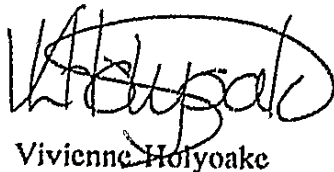
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. The shares in the original or any increased capital may be divided into several classes with such rights and privileges and subject to such restrictions as the members may from time to time decide.

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 numbers of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
D. W. Page 51 Eastcheap London EC3M 1JP		(one) ONE
C. W. Duffy 51 Eastcheap London EC3M 1JP		ONE (one)

Dated the 18th day of August 1994.

WITNESS to the above signatures:-



NAME

Vivienne Holyoake

ADDRESS

51 Eastcheap, London, EC3M 1JP

OCCUPATION

Legal Executive

THE COMPANIES ACT 1985 AS AMENDED

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

CAREERS ENTERPRISE LIMITED

INTERPRETATION

In these Articles:-

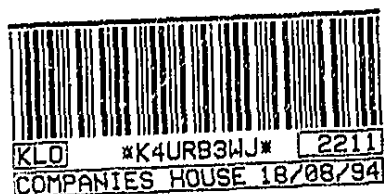
- | | |
|----------------------|--|
| "the Companies Acts" | shall have the meaning ascribed thereto in the Companies Act 1985 as amended; |
| "the 1985 Act" | means the Companies Act 1985 as amended; |
| "Table A" | means Table A as prescribed by regulations made under Section 8 of the 1985 Act in force as at the date of adoption of these Articles. |

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A shall apply to the Company except to the extent that they are varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the Company.
2. The following regulations of Table A shall not apply to the Company: 24, 30, 31, 64, 73 to 77 inclusive, 89, 93 and 118.

SHARE CAPITAL

3. The share capital of the Company at the date of incorporation of the Company is £100 divided into 100 Ordinary Shares of £1 each.



4. (1) Subject to the provisions of Sub-Article (2) below and to any directions which may be given by the Company in general meeting, the directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the 1985 Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the directors, who may allot, grant options or create subscription or conversion rights over, deal with or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
- (2) The maximum nominal amount of share capital which the directors may allot, grant options or create subscription or conversion rights over, deal with or otherwise dispose of in accordance with this Article shall be £100.00 or such other amount as shall be authorised by the Company in general meeting.
- (3) The authority conferred on the directors by this Article shall expire on the fifth anniversary of the date of incorporation of the Company.
5. The provisions of Sections 89 (1) and 90 (1) to (6) of the 1985 Act shall not apply to the Company.

REDEMPTION OR PURCHASE BY THE COMPANY OF ITS OWN SHARES OUT OF CAPITAL

6. Subject to Sections 171 to 181 inclusive of the 1985 Act the Company shall be entitled to redeem or purchase the shares of the Company out of capital (within the meaning of Section 171 (2) of the 1985 Act).

LIEN, CALLS ON SHARES AND FORFEITURE

7. (1) Regulation 8 of Table A shall apply as if:-

- (a) the words "(not being a fully paid share)" were omitted;
 - (b) there were inserted at the end of the first sentence the words "or otherwise owing to the Company by the holder thereof".
- (2) Regulation 12 of Table A shall apply as if the words "and except as agreed between the Company and any member in the case of the shares held by him" were inserted immediately after the words "terms of allotment".

TRANSFER OF SHARES

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain the holder of such share until the name of the transferee is entered in the register of members in respect thereof and the directors may refuse to register the transfer of a share (i) on which the Company has a lien or (ii) unless the certificate of such share and other evidence satisfactory to the directors of the right to make the transfer is produced to the directors (Regulation 23 of Table A shall be deemed modified accordingly).
9. (1) The directors shall register a transfer of a share in the Company if (and only if) it is a transfer to the Company or is made in accordance with this Article 9 or Article 10 below. (Regulation 24 of Table A does not apply).
- (2) A share may be transferred to any person approved in writing by the holders of the majority of the shares in the Company for the time being in issue (including the transferor of the share being transferred).
- (3) Except as set out in Sub-Article (2) above any person wishing to transfer all or any shares in the Company held by him shall give the directors notice in writing of his wish to do so ("Transfer Notice") and shall specify the shares proposed to be transferred ("Transfer Shares").
- (4) The Transfer Notice shall constitute irrevocable authority to the directors (except as this Article 9 provides otherwise) to offer the Transfer Shares for

sale at their fair value on behalf of the person giving such notice ("the Intending Transferor").

- (5) The fair value of the Transfer Shares shall be fixed by agreement between the Intending Transferor and the directors or, failing agreement, shall be such sum as a chartered accountant (who may be the auditor) appointed by the directors and the Intending Transferor (or failing whom a chartered accountant (who may be the auditor) nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales) may determine and certify to be the fair value thereof.
- (6) When a chartered accountant ("the Valuer") shall make a determination of fair value for the purposes of this Article 9 he shall act as an expert and not as an arbitrator and the provisions of the Arbitration Act 1950 (as amended) shall not apply. The Valuer shall have regard to such matters relating to the affairs of the Company as he may in his discretion think fit and neither the Intending Transferor nor the directors shall be entitled to inquire into or challenge the basis on which the valuation was made. The Valuer's fees shall, to the extent permitted by law, be borne by the Company except as provided by Sub-Article (7) below.
- (7) As soon as practicable after issue of a Valuer's certificate the directors shall notify the Intending Transferor of the fair value thereby determined and the Intending Transferor shall then be entitled, by written notice given to the directors within 7 days of receipt of such notification, to withdraw his Transfer Notice (which withdrawal shall determine the directors' authority to offer the Transfer Shares for sale) in which case he shall be liable to pay (or to reimburse to the Company) the Valuer's fees.
- (8) Save where a Transfer Notice is validly withdrawn pursuant to Sub-Article (7) above the directors shall, within 21 days after the fair value of the Transfer Shares has been fixed by agreement or valuation, offer the Transfer Shares in writing to the members of the Company other than the Intending Transferor in proportion to the numbers of shares in the Company then held by them and

shall enquire of each member whether he wishes to acquire any Transfer Shares not taken up by the persons to whom they are first being offered. Any Transfer Shares not accepted within 14 days (or such extended period not exceeding 28 days in all as the directors may fix) by the person to whom they were first offered shall then be offered to those members who have expressed an interest in acquiring the same to the intent that no Transfer Shares shall be available for transfer to any person who is not already a member of the Company while any existing member is willing to take up and pay for them and to the further intent that as between the members competing for Transfer Shares on offer such Transfer Shares shall be allocated between the competing members in proportion to the numbers of shares in the Company already held by them.

- (9) If the directors have not found purchasers among the members of the Company for all the Transfer Shares within 56 days after their fair value has been fixed by agreement or by valuation the directors shall immediately give notice of that fact to the Intending Transferor and shall advise him of the names and addresses of the members (if any) who have notified their willingness to purchase some of the Transfer Shares. Within 14 days of such notice the Intending Transferor shall be entitled at his election:-
- (a) to revoke the Transfer Notice, in which event all previous offers and acceptances of the Transfer Shares shall be null and void and the directors' authority to offer the same shall be determined; or
 - (b) to affirm the sales (if any) of those Transfer Shares for which purchasers were found by the directors, in which event the Intending Transferor shall be entitled at any time within the ensuing six months to transfer the unsold balance of the Transfer Shares to any person whether a member of the Company or not at such price and on such terms as he may think fit; or
 - (c) to declare null and void the sales effected by the directors in which event the Intending Transferor shall be entitled at any time within the

ensuing six months to sell all the Transfer Shares as a block (but not otherwise) to any person at any price (being not less than the fair value) he may think fit.

If the Intending Transferor fails to give written notice of his election to the directors within the said 14 day period he shall be deemed to have elected in accordance with (b) above to affirm those sales which the directors have effected on his behalf.

- (10) Where the directors have sold any Transfer Shares in accordance with the foregoing procedure (and unless such sales are properly nullified) the Intending Transferor shall transfer such shares to the purchaser thereof against payment of the fair value and if he neglects or refuses to do so the directors shall authorise some person as the attorney of the Intending Transferor to execute a transfer of the shares to the purchaser thereof and the directors may themselves receive and give a good receipt for the purchase price and register the purchaser as holder of the shares whereupon the said purchaser shall become indefeasibly entitled thereto. In such case the Intending Transferor shall be obliged to deliver up the certificate for the shares so sold against delivery whereof he shall be entitled to receive the purchase price without interest and a balance certificate for the unsold shares (if any) comprised within the certificate so surrendered.

TRANSMISSION OF SHARES

10. (1) A 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 and if the holders of the majority of the shares in the Company for the time being in issue consent thereto in writing (the person so entitled being treated for this purpose as holder of the share registered in the name of the deceased or bankrupt member as the case may be), elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, subject in each case to Articles 8 and 9 above.

- (2) If the person so becoming entitled does not transfer the share in accordance with Sub-Article (1) above, he shall be entitled to give a Transfer Notice in respect of such share and he shall be obliged to give a Transfer Notice in respect thereof if the directors require him to do so. If the said person has not given a Transfer Notice within 30 days of being required by the directors to do so the directors shall be authorised to appoint one of their number to give such Transfer Notice on his behalf. Upon the giving (or deemed giving) of a Transfer Notice in accordance with this Sub-Article the procedure for the transfer of shares set out in Article 9 above shall apply but if upon completion of the transfer procedure such share shall remain unsold the said person may elect to register himself as holder thereof.
- (3) Until such time as the share shall have been transferred under Sub-Articles (1) or (2) above a person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company (Regulations 30 and 31 of Table A do not apply).

PROCEEDINGS AT GENERAL MEETINGS

11. Regulation 41 of Table A shall apply as if there were added a second sentence reading:-
- "If a quorum is not present within half an hour from the time appointed for resumption of the meeting, such meeting shall be deemed dissolved."
12. It shall not be necessary to give any notice of adjournment or of any business to be transacted at an adjourned meeting notwithstanding the length of such adjournment (Regulation 45 of Table A shall be deemed modified accordingly).
13. Regulation 53 of Table A shall be deemed amended by the deletion of all words after "convened and held" and the addition of a second sentence reading:-

"Such resolution may consist of several documents in like form each signed by one or more members in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company."

VOTES OF MEMBERS

14. An instrument of proxy which has not been deposited as required by Regulation 62 of Table A shall nonetheless be treated as valid if before the close of business of the meeting at which the person named in the instrument proposed to vote the instrument of proxy is produced to the chairman of such meeting (Regulation 62 of Table A shall be deemed modified accordingly).

NUMBER AND QUALIFICATION OF DIRECTORS

15. The number of directors may be fixed by the Company in general meeting and until so fixed there shall be no minimum or maximum number of directors and a sole director shall be entitled to act.
16. The subscribers to the Memorandum of Association of the Company if still members of the Company shall have power to appoint directors to succeed the first directors of the Company if all such first directors shall cease to hold office without having appointed successors.
17. No shareholding qualification for directors shall be required.

ALTERNATE DIRECTORS

18. An appointment of an alternate director shall be effected by notification (by any means) given to the Company by the director making such appointment and the alternate director shall vacate such office if his appointment is revoked in writing by the appointing director or if the appointing director himself ceases to be a director (Regulations 65 and 68 of Table A shall be deemed modified accordingly).

APPOINTMENT OF DIRECTORS

19. (1) Without prejudice to Regulations 78 and 79 of Table A (as varied by Sub-Articles (2) and (3) below) the holders of the majority of the shares of the Company for the time being in issue may by notice in writing to the Company appoint any person to be a director either to fill a casual vacancy or as an additional director.
- (2) Regulation 78 of Table A shall apply as if all words commencing "and may also ..." were deleted therefrom.
- (3) Regulation 79 of Table A shall apply as if the last two sentences commencing "A director so appointed ..." and "If not reappointed ..." were deleted therefrom.

DISQUALIFICATION OF DIRECTORS

20. (1) Without prejudice to Regulation 81 of Table A, the office of director shall be vacated if the director is removed from office by notice in writing to the Company given by the holders of the majority of the shares of the Company for the time being in issue.
- (2) The directors shall not retire from office by rotation (Regulations 73 to 77 inclusive of Table A do not apply).
- (3) Any person may be appointed as a director whatever may be his age and no director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

DIRECTORS' REMUNERATION, APPOINTMENTS AND INTERESTS

21. The right of an executive director to remuneration fixed by the directors under Regulation 84 of Table A shall be in addition to any remuneration fixed by the Company in general meeting under Regulation 82 of Table A.

22. Subject to the provisions of Part X of the 1985 Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he has declared to the Board in writing that he is interested (whether or not such interest conflicts with that of the Company) and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him from any such interest to the extent that such interest has been declared as aforesaid (Regulations 85 and 94 of Table A shall be deemed modified accordingly).

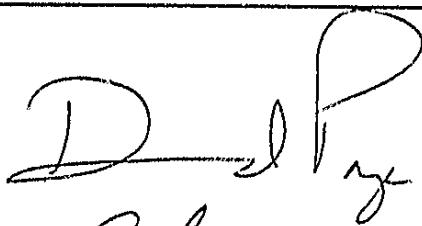
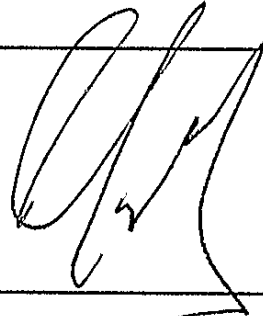
PROCEEDINGS OF DIRECTORS

23. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and until so fixed shall be (i) one if only one director shall be in office and (ii) two if there shall be more than one director in office. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
24. (1) A resolution in writing signed or approved in writing by each director or his alternate shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents in like form each signed by one or more of the directors or their alternates in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the Company.
- (2) It shall not be necessary for the purpose of a directors' meeting that all participants be present at the same place provided that the directors counted in the quorum are all in contact for the purpose of the meeting whether in

person or by radio or telephone or other instantaneous means of communication.

INDEMNITY

25. Subject to the provisions of the 1985 Act but without prejudice to any indemnity to which he may otherwise be entitled, every director or other officer or auditor of the Company shall be entitled to be indemnified, out of the assets of the Company, against all losses or liabilities which he may sustain or incur in or about or in connection with the execution of the duties of his office, including any liability incurred by him in defending any proceedings, (whether civil or criminal), in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the 1985 Act in which relief is granted to him by the Court. No director or other officer of the Company shall be liable for any loss, damage or liability which may accrue to or be incurred by the Company in the execution of or in relation to the duties of his office. This regulation shall have effect only insofar as its provisions are not rendered void by Section 310 of the 1985 Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
D. W. Page 51 Eastcheap London EC3M 1JP	 (one)
C. W. Duffy 51 Eastcheap London EC3M 1JP	 (one)

Dated the 18th day of August 1994.

WITNESS to the above signatures:-



NAME

Vivienne Holyoake

ADDRESS

51 Eastcheap, London, EC3M 1JP

OCCUPATION

Legal Executive

COMPANIES FORM No. 224

224

G

CHA 116

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

2961588

* Insert full name of company

Name of company

* CAREERS ENTERPRISE 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 alongside should be completed as in the following examples:

Day Month

3 | 1 | 0 | 3

5 April
Day Month

0 | 5 | 0 | 4

30 June
Day Month

3 | 0 | 0 | 6

31 December
Day Month

3 | 1 | 1 | 2

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

Signed

Designation †

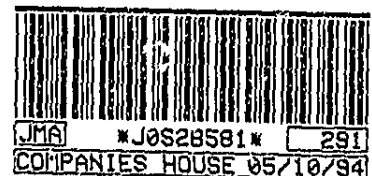
Date 5/7/94

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

ADDLESHAW SONS & LATHAM
DENNIS HOUSE
MARSDEN STREET
MANCHESTER
M2 1JD

For official use
D.E.B.

Post room



G**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**

CHA 116

Please do not
write in
this margin

Pursuant to section 122 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

[] [] [] []

2961588

Name of company

* Insert full name
of company

CAREERS ENTERPRISE LIMITED

gives notice that:

pursuant to a resolution passed on 30th September 1994 the one issued ordinary share of £1 each registered in the name of Surrey Careers Services Limited and forty nine of the unissued ordinary shares of £1 each were redesignated as 'A' Ordinary Shares of £1 each and the one issued ordinary share of £1 each registered in the name of UK Economic Development Partnership Limited and forty nine of the unissued ordinary shares of £1 each were ~~each~~ redesignated as 'B' Ordinary Shares of £1 each.

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

Signed

Designation†

Date 30/9/94

Presenter's name address and
reference (if any):ADDLESHAW SONS & LATHAM
DENNIS HOUSE
MARSDEN STREET
MANCHESTER
M2 1JD

For official Use

General Section

Post room



Company Number: 2961588

THE COMPANIES ACTS 1985-1989

SPECIAL RESOLUTIONS

of

CAREERS ENTERPRISE LIMITED

Passed on 30th Septem^r 1994

At an extraordinary general meeting of the Company, duly convened and held at *Enterprise House, 17, Riddlesdale Place, Preston*, the following resolutions were duly passed by the Company as special resolutions:-

SPECIAL RESOLUTIONS

1. That:-

- (A) the issued share of the Company numbered 1 be converted to and redesignated as an "A" Ordinary Share of £1, having the rights and being subject to the restrictions set out in the Articles of Association of the Company adopted by this Resolution;
- (B) each of 49 of the unissued shares in the Company be converted to and be redesignated as an "A" Ordinary Share of £1 each, having the rights and being subject to the restrictions set out in the aforesaid Articles of Association;
- (C) the issued share of the Company numbered 2 be converted to and redesignated as a "B" Ordinary Share of £1, having the rights and being subject to the restrictions set out in the aforesaid Articles of Association;
- (D) each of 49 of the unissued shares in the Company be converted to and redesignated as a "B" Ordinary Share of £1 each, having the rights and being subject to the restrictions set out in the aforesaid Articles of Association;
- (E) That the articles of association contained in the document submitted to this meeting and for the purpose of identification initialled by the Chairman be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.



2. That a new clause 3 of the memorandum of association of the Company contained in the document submitted to this meeting and for the purpose of identification initialled by the chairman be approved and adopted as clause 3 of the memorandum of association of the Company in substitution for and to the entire exclusion of the existing clause 3 thereof.

.....*Anten*.....
Chairman

PRESENTED BY :-

Taylor Joynson Carrott
Carmelite, 50 Victoria Embankment,
Blackfriars, London EC4Y 0DX
Tel: 071 353 1234
Ref: PRM/SCS-3-1

THE COMPANIES ACTS 1985 - 1989PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CAREERS ENTERPRISE LIMITED

(Adopted by special resolution of the Company
dated the 30th Sep/Oct 1994)

PRELIMINARY

1. Subject as otherwise provided in these articles the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 ("Table A") shall constitute the regulations of the Company. In the case of any variation between these articles and the regulations of Table A, the provisions of these articles shall prevail.
2. Regulations 2, 3, 23, 26, 40, 41, 50, 53, 64 to 69 (inclusive), 73 to 80 (inclusive), 87, 89, 91, 94 and 118 shall not apply to the Company.
3.
 - (1) In regulation 1 of Table A, the words "and in the articles of association adopting the same" shall be inserted after the word "regulations" and the full stop at the end of the regulation shall be deleted and replaced by a semi colon and the following shall be inserted "words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine, and words importing persons shall include corporations."
 - (2) In line two of regulation 18 and line one of regulation 77 the word "less" shall be replaced by the word "fewer".



SHARE CAPITAL

4. (1) The authorised share capital of the Company is £100 divided into 50 "A" ordinary shares of £1 each ("A" shares") and 50 "B" ordinary shares of £1 each ("B" shares"). Subject as otherwise provided in these articles, the "A" shares and the "B" shares shall rank *pari passu* in all respects. The authorised share capital of the Company shall consist only of "A" shares and "B" shares in equal proportions.
- (2) The special rights attached to each class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holder or holders of not less than 75 per cent. in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all provisions applicable to general meetings of the Company or to the proceedings thereat shall *mutatis mutandis* apply except that the necessary quorum shall be one person holding or representing by proxy at least one third in nominal value of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present the member or members present in person or by proxy shall be a quorum), and that any holder of shares of the class present in person or by proxy may demand a poll and, if more than one such holder, they shall, on a poll, have one vote in respect of every share of the class held by them respectively.

ALLOTMENT OF SHARES

5. (1) No shares in the Company may be allotted or issued without the prior written consent of all shareholders.
- (2) In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (3) Subject to article 5(1) the directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant

rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

SHARES

6. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.
7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

8. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
9.
 - (1) A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be altered accordingly.
 - (2) 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 determination of the result of the show of hands, demanded by the chairman or by any member present in person or by proxy and entitled to vote.
 - (3) If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not

vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

- (4) In the case of a resolution being proposed at a general meeting of the Company to remove an "A" director or a "B" director the holders of the shares of the same class as the director concerned shall have on a poll three votes for every share in the Company held by them. Regulation 54 shall be modified accordingly.
- 10. (1) Any member or member's proxy may participate in a general meeting or a meeting of a class of members of the Company by means of conference or video telephones or similar communications equipment whereby all those participating in the meeting can hear and address each other. Participation in a meeting in this manner shall be deemed to constitute presence in person (or by proxy if appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.
- (2) In Regulation 44 the words "of the class of shares the holders of which appointed him as director" shall be substituted for the words "any class of shares in the Company".
- 11. (1) No business shall be transacted at any meeting unless at least one holder of each class of shares is present in person or by proxy or (in the case of a corporation) by a duly authorised representative at the time when the meeting proceeds to business and throughout the meeting.
- (2) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for such meeting such adjourned general meeting shall be dissolved.

- (3) The chairman at any general meeting shall not be entitled to a second or casting vote.
- (4) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.

MEMBERS' RESOLUTIONS

- 12. Subject to the provisions of the Act, a resolution in writing of all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

APPOINTMENT OF DIRECTORS

- 13.
 - (1) Any person who is appointed a director under article 14(1) of these articles of association shall (subject to the provisions of regulation 81 in Table A as modified by article 19 of these articles of association) be entitled to retain office as a director until he is removed by the holders for the time being of the class of shares by which he was appointed under the provisions of article 14 of these articles of association.
 - (2) Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
- 14.
 - (1) The holders of the "A" shares shall be entitled to appoint and remove four directors (each such director so appointed being hereinafter referred to as an "A" director) and the holders of the "B" shares shall be entitled to appoint and remove four directors (each such director so appointed being referred to in these articles as a "B" director).

- (2) Every appointment or removal of a director under the powers conferred by article 14(1) shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued shares of the class in respect of which the appointment or removal of such director is made (or, where any holder is a company, under the hands of a director or the secretary of the Company) and such instrument shall only take effect on the service of such instrument at the registered office of the Company or by delivery to the Secretary of the Company. Every such instrument shall be inserted in the Company's minute book as soon as practicable after such service.
- (3) Without prejudice to article 14(1) the directors may resolve to appoint one or more non-executive director(s) and any such director(s) may only (subject to the Act) be removed by resolution of the directors.
- (4) No person dealing with the Company shall be concerned to enquire as to the validity of the appointment or removal of a director under this article and shall not be affected or in any way prejudiced by any invalidity in such appointment or removal unless such person had at the time express notice of the same.
- (5) Any director appointed pursuant to article 14(1) shall be at liberty from time to time to make such disclosure to his appointor(s) as to the business and affairs of the Company and its subsidiaries (if any) as he shall in his absolute discretion determine.

BORROWING POWERS

15. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

16. (1) Any director may at any time (with the prior written approval of his appointor(s)) appoint another director to be his alternate director and may at any time terminate such appointment. Any such appointment or termination shall be by written notice, letter, telegram or telex message or other form of visible communication from the director to the Company and shall be effective upon delivery at the registered office of the Company or at a meeting of the directors together with (in the case of an appointment) a copy of such prior written approval.
- (2) Any person appointed as an alternate director shall vacate his office as such alternate director if and when the director by whom he has been appointed vacates his office as director and upon the happening of any event which, if he were a director would cause him to vacate such office.
- (3) An alternate director shall be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he were a director. If an alternate director is himself a director, he shall be entitled in such circumstances as aforesaid to exercise the vote or votes of the director or directors for whom he is an alternate in addition to his own vote. If an alternate director's appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, the alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. To such extent as the directors may from time to time determine in relation to any committee of the directors the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member.
- (4) Any alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and be repaid expenses

and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

DIRECTORS' APPOINTMENTS AND POWERS

17. (1) The directors may appoint an "A" director and a "B" director to the office of joint managing director. Regulation 84 (the final sentence of which shall not apply) shall be modified accordingly and Resolution 72 shall be amended by the addition of "joint managing directors" immediately after "managing director".
- (2) The directors may delegate any of their powers to such person as they think fit. Any committee appointed by the directors may delegate any of their powers to such person (not being another committee) to whom the directors may delegate their powers. Regulation 72 shall be modified accordingly.

DIRECTORS' INTERESTS

18. (1) A director who is in any way interested in a contract or a proposed contract with the Company (whether directly or indirectly) must declare the nature of his interest at any meeting of the directors or a committee of the directors at which such contract or proposed contract is to be discussed, or by notice to the Company in accordance with the provisions of the Act. Having made such disclosure a director shall be entitled to vote in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present or deemed to be present at the meeting of the directors or, if relevant, the committee of the directors.
- (2) A director may, notwithstanding his office, hold and be remunerated in respect of any office or place of profit held in the Company provided that he has previously complied with all requirements of the Act relating to disclosure of interests, and he or any firm, company, or other body in which he has an interest may act

in a professional capacity for the Company and be remunerated for such work and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly.

- (3) For the purposes of regulation 85 (as modified by articles 18(1) and (2)) a director shall be considered to be interested in any contract, transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of section 317 of the Act. In the case of any transaction or arrangement with the Company in which the director is interested before it is made or entered into, a general notice given by a director and which otherwise complies with regulation 86(a) shall not be a disclosure as provided therein unless it relates to a specified company or firm or other body in which he is interested or to a specified person who is connected with the director within the meaning of section 346 of the Act. Regulation 86 shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

19. The office of a director shall be vacated immediately:

- (1) if (not being precluded from so doing by the terms of any contract with the Company) by notice in writing to the Company he resigns the office of director; or
- (2) if he becomes bankrupt or insolvent or enters into any arrangement with his creditors; or
- (3) if he becomes of unsound mind; or
- (4) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (5) if he is prohibited from being a director by an order made under the Company Directors Disqualification Act 1986; or
- (6) if he is removed from office by his appointors.

Regulation 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

20. The quorum necessary for the transaction of business at any meeting of the directors or of any committee of directors shall be one "A" director and one "B" director and for this purpose an alternate director shall in the absence of his appointor be counted in the quorum but subject always to the provisions of article 16 of these articles of association.
21.
 - (1) At each meeting of the directors all the "A" directors present (whatever number, being at least one) shall be collectively entitled to four votes and all the "B" directors present (whatever number, being at least one) shall be collectively entitled to four votes and so that if only one "A" director or only one "B" director is present he shall be entitled to exercise all the votes so collectively conferred on the "A" directors and the "B" directors respectively.
 - (2) The chairman at any meeting of the directors shall not be entitled to a second or casting vote. Regulation 88 in Table A shall be modified accordingly.
22. No director shall be appointed otherwise than in accordance with article 14 of these articles of association and regulation 90 in Table A shall be modified accordingly.
23. The chairman of the board, being a director, will be appointed (and may be removed) by the "B" directors and the "A" directors in alternate years. The first such appointment will be made by the "B" directors with effect from the date of adoption of these articles. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the director(s) of the class entitled at that time to appoint the chairman who is/are present at the meeting may appoint one of their number to be chairman of the meeting.
24.
 - (1) A resolution in writing signed by all the directors or a committee of directors for the time being entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effective as if it had been passed at a meeting of the directors

or (as the case may be) a committee of directors duly convened and held, and may consist of several documents (including a telex, facsimile, cable or telegram) in a like form each signed by one or more of the directors. Resolution 93 shall be modified accordingly.

- (2) Any director may participate in a meeting of directors or a committee of directors by means of a conference or video telephone or similar communications equipment whereby all persons participating in the meeting can hear and address each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.
- (3) All directors whether or not absent from the United Kingdom shall be entitled to receive notice of meetings of the directors. Regulation 88 shall be modified accordingly.

SECRETARY

- 25. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 shall be modified accordingly.

PENSIONS AND ALLOWANCES

- 26. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who

may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

THE SEAL

27. (1) If the Company has a seal it shall only be used with the authority of the directors. The directors may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under regulation 6 relating to the sealing of share certificates shall only apply if the Company has a seal.
- (2) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.
- (3) The Company may dispense with the need for a company seal insofar as permitted by the Act.

NOTICE

28. In regulation 112 of Table A, the words "first class" shall be inserted immediately following the words "or by sending it by".

WINDING UP

29. In regulation 117, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

INDEMNITY

30. (1) Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 144 or 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.
- (2) The Company may purchase and maintain for any officer of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to the Company.

TRANSFER OF SHARES

31. (1) No share in the Company or any interest in such share shall be transferred to any person otherwise than in accordance with the subsequent provisions of these articles. For the purpose of this article 31 "transfer" shall include the creation of any interest, or any dealing or other disposal of whatever nature with any share in the Company or any interest in any share.
- (2) No share in the Company may be transferred except with the approval of the directors. If in any particular case all the shareholders approve in writing a transfer, then, notwithstanding that there may not have been compliance in full with all or any provisions of this article 31, the directors shall approve such transfer.
- (3) The instrument of transfer of any fully paid shares, which may be in any usual form or in any other form which the directors may approve, shall be executed by or on behalf of the

transferor, but need not be executed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members of the Company in respect of such shares. In the case of a partly paid share, the instrument of transfer must also be executed by or on behalf of the transferee.

- (4) No shares may be transferred to any infant, bankrupt or person of unsound mind.
- (5) (a) A member being a body corporate may at any time transfer all or any of its shares to a member of the same group. For the purposes of this article, the expression "a member of the same group" means in relation to the transferor company a company which is for the time being a holding company (as defined in section 736 of the Act) of the transferor company or a wholly owned subsidiary (as defined in that section) of the transferor company or of any such holding company PROVIDED THAT unless prior consent in writing to the contrary shall have been given by the holders of at least 75% of the issued shares in the Company (excluding those shares the subject of the transfer) if and when the relationship of holding company and subsidiary shall cease to apply to the transferor and transferee then such shares shall be re-transferred to the holding company or to another subsidiary of such holding company.

(b) The directors shall approve a transfer made in accordance with article 31(5)(a).
- (6) If any share shall be transferred pursuant to any of the provisions of these articles to a member holding only shares of a different class, such share shall, as on and from the time of registration of the transfer of that share in the register of members of the Company, be ipso facto re-designated as a share of the same designated class as those already held by that member.
- (7) Except in the case of a transfer of shares authorised pursuant to article 31(5)(a), the right to transfer shares in the Company shall be subject to the following restrictions:

(a) Subject as otherwise provided in this article 31(7) before transferring any shares or any interest in such shares the person proposing to transfer the same ("the proposing transferor") shall give a notice in writing ("the transfer notice") to the directors at the registered office of the Company that he desires to transfer the same. In the transfer notice the proposing transferor shall specify the price which he is willing to accept for the shares comprised in such transfer notice and the identity of any person who has indicated a willingness to purchase such shares at such price. The transfer notice shall constitute the directors the agent of the proposing transferor for the sale of all (but not some only of) the shares mentioned in such transfer notice to any member(s) willing to purchase the same. Shares of different classes shall not be included in the same transfer notice. A transfer notice shall not be revocable except with the approval of the directors.

(b) Within 14 days after receipt of any transfer notice the directors shall offer for sale the shares comprised in the transfer notice,

first to all members (other than

(i) the member by whom or in respect of whose shares the transfer notice has been given or deemed to be given; and

(ii) any member to whom under the provisions of article 31(4) shares may not be transferred)

holding shares of the same class as the shares referred to in the transfer notice on the terms that in case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of shares of such class.

- (c) In so far as such offer shall not be accepted by such members within the below-mentioned period of 60 days or if there shall be no such other members, the directors shall offer the remaining shares comprised in the transfer notice to all members (other than any member to whom under the provisions of article 31(4) shares may not be transferred) holding shares of the other class of shares on the terms that in the case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of shares of such other class.
- (d) Each offer by the directors which shall be by notice in writing (the "offer notice") and sent by registered post, shall be on identical terms for each of such holders, shall specify the total number of shares on offer, the proportionate entitlement of the relevant holder, the price stated in the transfer notice and (if the fair value of such shares by reference to the current transfer notice shall have been certified) such fair value, and the identity of any person who has indicated a willingness to purchase such shares at the price stated in the transfer notice. Such offer notice shall also invite each of such holders to state in writing by registered post within a period of 60 days after the date of the offer notice or (if applicable) after the date of the certificate from the Accountant (as defined below) as to the fair value of each share, whether he is willing to take any, and if so what maximum, number of the shares on offer.
- (e) Every offer notice shall also invite each member to state in his reply the number of additional shares (if any) of the relevant class in excess of his proportion which he desires to purchase, and if all the members to whom the offer is then being made do not accept the offer in respect of their respective proportions in full, the shares of any

class not so accepted shall be used to satisfy the claims for additional shares of the same class made by such members as nearly as may be in proportion to the number of shares of that class already held by them respectively, provided that no member shall be obliged to take more shares of any class than he shall have applied for. If any shares of any class shall not be capable without fraction of being offered to the relevant members in proportion to their existing holdings of that class, the same shall be offered to those members, or some of them, in such proportions or in such manner as may be determined by lots drawn for this purpose, and the lots shall be drawn in such manner as the directors may think fit.

- (f)
 - (i) Any member may, not later than twenty-one days after the date of the offer notice, (and provided that a certificate as to the fair value of the shares comprised in the transfer notice has not previously been given in respect of the shares comprised in the transfer notice), serve on the directors a notice in writing requesting that the auditor of the Company (or at the discretion of such auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales) ("the Accountant") certify in writing the sum which in his opinion represents the fair value of each share comprised in the transfer notice as at the date of the transfer notice which shall be its market value determined as between a willing buyer and a willing seller but save that no account shall be taken of the fact that the shares which are the subject of such transfer notice or deemed transfer notice do or do not constitute a minority or majority holding in the Company.
 - (ii) Upon receipt of such notice the directors shall instruct the

Accountant to certify such fair value and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing members or borne by any one or more of them as the Accountant in his absolute discretion shall decide. In certifying fair value the Accountant shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Accountant, the directors shall by notice in writing inform all members to whom the offer is or shall be made of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale (the "prescribed price"). For the purpose of this article the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to its class or the number of shares referred to in the transfer notice.

(iii) If the transfer notice specified that the price for each share comprised therein shall be its fair market value, the provisions of article 31(7)(f)(i) shall not apply and for the purposes of article 31(7)(f)(ii) the directors shall be deemed to have received a notice from the recipient of the offer notice requesting a certificate from the Accountant for the fair value.

(g) An offer shall be deemed to be accepted only on the date on which a written acceptance is received by the directors.

If no such acceptance is received by the directors, or if the offer comprised in the offer notice is rejected, such offer shall be deemed not to have been accepted.

- (h) The directors shall give notice in writing to the proposing transferor of the identity of any member or members ("the purchaser" or "the purchasers") accepting the offer, and of the number of shares agreed to be purchased, and upon receipt of that notice and subject to the provisions of paragraph (d) of this article the proposing transferor shall be bound, upon payment of the prescribed price, to transfer such shares to the purchaser or respective purchasers of such shares. Completion of the sale and purchase shall be effected within 14 days of receipt of that notice by the proposing transferor at a place and time to be appointed by the directors.
- (i) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any such shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing members. The receipt of the Company for the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account.
- (j) If the offer is not duly accepted in respect of all the shares comprised in the transfer notice the proposing transferor shall at any time within 30 days after the expiry of the offer be entitled (but not bound) to transfer the shares comprised in the transfer notice in respect of which the offer is not duly accepted on a bona fide sale to the third party (if any) referred to in the transfer notice at any price not being less than the prescribed price.
- (k) In the event that the proposing transferor transfers such shares to such third party then such third party shall be obliged to offer to purchase from all

other shareholders in the Company all their respective shares in the Company on and subject to the same terms and conditions (including without limitation as to price) as applied to the proposing transferor's transfer to such third party. Such offer, which shall be in writing, shall remain open for acceptance in writing for a period of 30 days after date of receipt of such offer. If any shareholder to whom such offer is made so accepts such offer, completion shall be effected within 14 days after such acceptance.

- (l) In the event of any such sale by the proposing transferor to such third party, then provided that such party shall have complied with all its obligations under article 31(7)(k) the directors shall be bound to approve the relevant transfer(s).
- (m) If the proposing transferor purports to transfer the relevant shares to such third party but such third party shall not comply in all respects with its obligations under article 31(7)(k), then such transfer shall be ineffective and be deemed to be in breach of these Articles and the directors shall not be empowered to register such transfer.
- (n) Regulation 24 shall be modified accordingly.
- (8) All members of the Company may at any time and from time to time agree in writing to waive all or any provisions of this article 31.
- (9)
 - (a) Subject to the provisions of article 31(7), a person entitled to a share in consequence of the bankruptcy of a member shall be bound at any time, if and when required in writing by a majority in value of the other members so to do, to give a transfer notice in respect of all the shares then registered in the name of the bankrupt member.
 - (b) Subject to the provisions of article 31(7), a person entitled to a share in consequence of the death of a member shall be bound at any time before

the expiration of six months from the date of such death, if and when required in writing by a majority of the other members so to do, to give a transfer notice in respect of all the shares then registered in the name of the deceased member. Regulations 29-31 of Table A shall be altered accordingly.

- (c) Subject to the provisions of article 31(7), a member which is a body corporate shall be bound at any time after it shall have gone into liquidation (not being a liquidation for the purposes only of amalgamation or reconstruction) or similar status in the country of its incorporation, if and when required in writing by a majority of the remaining members so to do, to give a transfer notice in respect of all the shares then registered in the name of such member.
- (d) In any case where a transfer notice has been duly required to be given under this article 31(9) in respect of any shares and such transfer notice is not given within a period of one month, such transfer notice shall (except and to the extent that a transfer of any such shares in favour of a person to whom they may be transferred pursuant to article 31(7) shall have been lodged prior to the expiration of the said period) be deemed to have been given at the expiration of the said period.
- (e) In any case where a transfer notice has been duly required to be given under this article 31(9) in respect of any shares then "the prescribed price" shall be the fair value of the shares which are the subject of such transfer notice or deemed transfer notice as determined by the auditors of the Company for the time being. In determining the fair value of such shares such auditors shall act as experts and not as arbitrators. The "fair value" of the shares in question shall be the market value of such shares as between a willing buyer and a willing seller but save that no account shall be taken of the fact that the shares which are the subject of such transfer notice or deemed transfer notice do or do not

constitute a majority or a minority holding in the Company.

- (10) Any transfer which is approved by the directors shall be registered forthwith in all the statutory books (including without limitation the register of members) of the Company.

296158

THE COMPANIES ACT 1985 AS AMENDED
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
- OF -
CAREERS ENTERPRISE LIMITED

(Amended by Special Resolution
passed on 30th September 1994)

1. The name of the Company is Careers Enterprise Limited.
2. The registered office of the Company will be situate in England and Wales.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company.
 - (B) (i) To provide impartial and independent guidance and advice to persons, either singly, or in groups, relating to choice of employment, training and/or education.
 - (ii) To collect, collate, publish and disseminate information on employment, training and education opportunities and on persons seeking such opportunities, including background information on the providers of such employment, education and training opportunities.
 - (iii) To effect introductions between providers of employment, training and education and potential applicants for such opportunities.
 - (iv) To enter into arrangements with training and enterprise councils in relation to youth training.



- (v) To provide instruction, training and education and advice to those seeking to undertake or provide employment, training and/or education.
 - (vi) To enter into arrangements with a local education authority for the supply and provision of goods and services.
- (C) To act as an adviser and/or consultant to any person considering the provision of, or providing, all or any of the services referred to in sub-clause (B) above and to provide all services of whatever nature in connection therewith.
- (D) Without prejudice to the generality of the objects of the Company in clause 3(A), (B) and (C) above, the Company has power to do all or any of the following things:-
- (1) To carry on any other business which can, in the opinion of the directors, be advantageously or conveniently carried on by the Company by way of extension of, or in connection with, any business which the Company is authorised to carry on, or which may directly or indirectly develop any business which the Company is authorised to carry on.
 - (2) To acquire the whole or any part of the business, property, assets and liabilities of any company or person having property suitable for the purposes of the Company or carrying on or proposing to carry on any business which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or

indirectly to benefit the Company, and to undertake and carry on or to liquidate and wind up any such business.

- (3) To acquire, hold and deal with shares, stocks, securities, certificates, rights, debentures or investments in any company or corporation carrying on business in any part of the world.
- (4) To purchase, lease, license, exchange, hire or acquire in any other manner, for any estate or interest, any real or personal property and any rights or privileges, for any purpose in connection with any business for which the Company is authorised to carry on and to sell, lease, license, hire, create easements and other rights over, improve, manage or develop and in any other manner deal with such property of the Company or any part thereof as the directors may think fit.
- (5) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, license or otherwise turn to account any such property, knowledge and rights.
- (6) To build, construct, maintain, alter, enlarge, demolish, remove or replace any buildings, works, plant or machinery, for any purpose, in connection with any business which the Company is authorised to carry on.

- (7) To receive money on deposit or loan, whether at interest or not, and to borrow, raise or secure the payment of money by mortgage, charge or lien or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other manner, either with or without security and to charge all or any of the property or assets of the Company whether present or future, including its uncalled capital, to support any obligations of the Company or of any other company or person, and collaterally or further to secure any securities or obligations of the Company by a trust deed or other assurance.
- (8) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (9) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.
- (10) To advance and lend money and give credit to any company or person with or without security and (with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee) to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company, or by one or more of such methods, the performance

of the obligations, and the payment of the capital or principal (together with any premium), of, and dividends or interest on, any stocks, shares or securities, loans (whether secured or not), trading or current account of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company.

- (11) To pay for any rights or property acquired by the Company and to remunerate any person, firm or company rendering services to the Company either in cash, or in exchange for any stock, shares, securities or debentures of, or other investments in, any company, or in any other manner, and to accept any stock, shares, securities, debentures of, or other investments in, any company or otherwise in payment or part payment of any obligation of any company.
- (12) To pay all or any of the preliminary or formation expenses of the Company and of any company formed or promoted by the Company.
- (13) To vest any real or personal property, rights or interests, belonging or accruing to the Company, in any company or person on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (14) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the undertaking of the Company or any part thereof as the directors may think fit.
- (15) To distribute among the members of the Company any property of the Company in specie or otherwise (but so that no such distribution amounting to a reduction of capital shall be made without the sanction required by law) and to permit and authorise any liquidator of the Company to distribute any of the property of the Company in specie among the members of the Company.
- (16) To establish, promote, finance or otherwise assist or concur in the establishment or promotion of any company for the purpose of acquiring the whole or any part of the property, business or undertaking of the Company, or of furthering any of the objects of the Company, and to acquire and hold any shares, stock, securities or debentures of, or other investments in, any such company and to issue, place, underwrite or guarantee the subscription for, or concur in issuing, placing, underwriting, or guaranteeing the subscription for, any shares, stock, securities or debentures of, or other investments in, the Company.
- (17) To enter into and implement any agreement or arrangement for the sharing of the profits or for the conduct of any business of the Company in association with or through the agency of any other company or person, or any joint venture,

reciprocal, concession, or other such agreement with any company or person.

- (18) To amalgamate with any other company the objects of which include the carrying on of any business which the Company is authorised to carry on and to reconstruct the Company in any manner authorised by the Companies Act for the time being in force.
- (19) To take all requisite steps in Parliament or with the national, local, municipal or other authorities of any place in which the Company may have interests and to negotiate or operate for the purpose of furthering the interest of the Company or its members or of effecting any modification in the constitution of the Company and to oppose any steps taken which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (20) To subscribe or guarantee money for any national, local, charitable, benevolent, political, public, general or useful purpose or for any purpose which in the opinion of the directors is likely directly or indirectly to further the objects of the Company or the interest of its members.
- (21) To establish or support associations, institutions, clubs, funds, trusts and schemes which may be considered likely to benefit any persons who are or at any time have been employees, officers or directors of the Company or the families, relations, connections or

dependants of such persons and to make payments towards insurances, institute or contribute to pension schemes, grant pensions or gratuities to and provide for the welfare of any such persons and to establish and contribute to any scheme for the purchase or acquisition by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with any of its employees.

- (22) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone, or in conjunction with others, and to procure the Company to be registered or recognised in or under the laws of any country or place outside the United Kingdom.
- (23) To do all such other things as the directors may think incidental or conducive to the above objects or any of them.

Provided that the objects set out in any sub-clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not be in any way limited or restricted by reference to, or inference from, any other object or objects set out in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or any object or objects herein specified or the powers hereby conferred shall be deemed

subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Where the context so admits the word "company" or the phrase "company or person" shall be deemed to include any body (corporate or unincorporated), association, firm, company, authority (whether national, local municipal or otherwise) or other person.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. The shares in the original or any increased capital may be divided into several classes with such rights and privileges and subject to such restrictions as the members may from time to time decide.

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 numbers of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	
D W Page 51 Eastcheap London EC3M 1JP	ONE
C W Duffy 51 Eastcheap London EC3M 1JP	ONE

Dated the 18th day of August 1994.

WITNESS to the above signatures:

NAME	Vivienne Holyoake
ADDRESS	51 Eastcheap London EC3M 1JP
OCCUPATION	Legal Executive