

Number of
Company

2010729 / 1.

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

SOLOMON & WHITEHEAD (LONDON)
LIMITED.

25 JUN 1934

Presented by

Restall, Round & Gloster,
Solicitors,
21, Waterloo Street,
Birmingham.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool; and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

J. OSCAR FREDERICK GLOSTER

of 21, Waterloo Street, in the City of Birmingham

(u) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."

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

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

of Solomon & Whitehead (London)

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Birmingham

in the County of Warwick

the 12th day of June 1934.

Oscar F. Gloster

Before me,

Stanley Coleman

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding and should not be written across.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

SOLOMON & WHITEHEAD (LONDON)

LIMITED.

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

25 JUN 1934.

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

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Restall, Round & Gloster,
Solicitors,
21, Waterloo Street,
Birmingham.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 8 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool; and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

10842A-18.7.33 W125

Companies Form 6.

[See Back.]

THE NOMINAL CAPITAL

OF

SOLOMON & WHITEHEAD (LONDON), Limited,

is £ 100, divided into 100

Shares of £1. each.

*Signature

W. E. Thomas

Officer Director.

Dated the

20th

day of

June

1934.

* This Statement should be signed by an Officer of the Company.



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

25 JUN 1934

Memorandum of Association

OF

San Mr Solomon & Whitehead (London) LIMITED.

Mr San 1. The name of the Company is *Solomon & Whitehead (London) Limited*

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

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

Mr San (a) *To carry on the business of Printers in all its branches, Color Printers, Lithographers, Stationers, Bookbinders, Stationers, Linenmen, Relief Stampers, Label Makers, process block makers, Stereotypers, Electrotypers, Publishers and General Advertisement Agents, Manufacturers of and Dealers in paper ink and all Printers Requisites*

(b) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.

(c) To sell, mortgage, assign, convey, let on lease, or otherwise dispose from time to time of all or any of the concessions, rights, interests, lands, roads and premises, plant, machinery or apparatus and other property of the Company, or such part or parts thereof as may be considered expedient.

(k) To grant any leases, privileges, concessions or rights whatever over, in, upon or affecting any property of the Company.

(l) To borrow or raise, or secure the payment of money for the purposes of the Company in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.

(m) To apply for, purchase or otherwise acquire, any patents, licences, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(n) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company or corporation in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the Members of the Company in specie.

(o) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(p) To advance and lend money and assets of all kinds upon such terms as may be arranged, and to receive moneys on deposit, repayable at fixed times or on demand, and generally on such terms as may be arranged.

(q) To take part in the management, supervision or control of the business, or operations of any company or undertaking,

and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.

(k) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets, property or rights.

(l) To constitute any trusts with a view to the issue of preferred and deferred, or any other special stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such preferred, deferred, or other special stocks or securities.

(m) To transact or carry on all kinds of agency business and, in particular in relation to the investment of money, the sale of property, and the collection and the receipt of money, and the floating of companies and the issue of loans.

(n) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations, shares, stocks or securities, or the interest or dividends thereon.

(o) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(p) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, joint adventure, or co-operation with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

q) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any other undertakings, and any rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realization of any debentures, debenture stock, or other securities owned by the Company, or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise, and in particular any land, buildings, policies, patents, licences, business concerns and undertakings, concessions, shares, stock, book debts and other assets.

(r) To make donations to such persons, and in such cases as may seem expedient.

(s) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit, and in particular for shares (whether fully or partly paid up), debentures or debenture stock, or securities of any other company having objects altogether or in part similar to those of this Company. To form and promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(t) To invest and deal with the moneys of the Company not immediately required, upon such stocks, shares and securities and in such manner as may from time to time be determined.

(u) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, or of any other company, and to remunerate any persons or company for services rendered, or to be rendered in relation to the formation and establishment of the Company, or the conduct of its business, or placing or assisting to place, or guaranteeing the placing of or taking any shares in the Company's capital or any debentures, debenture stock, shares, stock or securities, whether issued by the Company or not.

(v) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip and other transferable or negotiable instruments.

(w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(y) To do all such other things as are incidental or conducive to the attainment of the above objects or are usually carried on in connection therewith, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that in the construction of this clause the objects set forth in each of the foregoing paragraphs shall, except where otherwise expressed in the same paragraph, be in no wise limited by reference to, or inference from, the terms of any other paragraph of this clause.

4. The liability of the Members is limited.

Xmas 1905
5. The share capital of the Company is £ 100 — divided into
100 Ordinary shares of £ 1 each.

6. Any of the said shares for the time being unissued, and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued, or then about to be issued, or at such a premium or with such deferred rights as compared with any shares previously issued, or then about to be issued, and subject to any such conditions or provisions and with such right of voting, or without any such right, and generally on such terms as this Company may from time to time determine.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:—

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber (in words).
<i>William Ernest Robinson</i> <i>70 Arlington Road</i> <i>Eastbourne in the County of Sussex</i> <i>Winters</i>	<i>One</i>
<i>Frederick Arthur Whitelaw</i> <i>Wythenscroft Road</i> <i>East Green in the County of</i> <i>Worcester</i> <i>Builder</i> <i>Winters</i>	<i>One</i>

Dated the *4th* day of *June*, 19 *34*

Witness to the above Signatures:—

Full Name → *Jane Elizabeth Butcher* —

Address → *73 Randolph Crescent*
Maida Vale. W.9.

Signature → *Secretary*



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

W.S. *Solomon & Whitehead (London)* LIMITED.

1. The provisions contained in Table A in the First Schedule to the Companies Act, 1929, shall, except in so far as they are modified or varied by these Articles, apply to the Company.

2. The number of Directors shall not be less than two or more than five.

W.S. 3. The qualification for a Director shall be the holding of at least *one* shares in the Company.

W.S. 4. The first Directors of the Company shall be *William Ernest Solomon of 72 Arlington Street, Dublin, Gasbourne in the County of Sussex Printer and Frederick Arthur Whitehead of Winterscroft, Randal End, Bant Green in the County of Worcester Printer*

5. The office of a Director shall be vacated:—

(a) If he ceases to be a Director by virtue of Section 141 of the Companies Act, 1929.

(b) If he becomes prohibited from being a Director by reason of any Order made under Section 217 or Section 275 of the Companies Act, 1929.

(c) If he becomes bankrupt or insolvent or compound with his creditors.

(d) If he become of unsound mind or be found a lunatic.

(e) If he be convicted of an indictable offence and the other Directors resolve that in their opinion such offence involved fraud or dishonesty on his part.

(f) If he absent himself from the Meetings of the Directors for a period of six months, except through illness, without special leave of absence from the other Directors.

(g) If he give the Directors one month's notice in writing that he resigns his office.

6. The Directors may decline to register any transfer of shares without assigning any reason therefor.

7. The number of Members of the Company (exclusive of persons in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed 50 (joint holders being reckoned as one Member), and the Directors shall refuse to register all transfers which would make the total number of Members (exclusive as aforesaid) exceed 50. The right of any Shareholder to transfer his shares shall be accordingly restricted to the intent that the Company may be a "Private Company" in accordance with Section 26 of the Companies Act, 1929, and the registration of any transfer of shares which may make the number of Members in excess of such total number, if effected, shall be void.

8. No invitation shall be made by the Company to the public to subscribe for any shares or debentures of the Company, and any such invitation to the public to subscribe for any shares or debentures of the Company is hereby prohibited.

9. Articles 64, 66 and 72 of the said Table A shall not apply to the Company.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

William Bonnett Pollock
240 Welbury Street Road
Eastbourne in the County of Sussex
Builder

Frederick Arthur Watkinson
Wynterscroft Kentish Town
Barnet Green in the County of Middlesex
Printer

Dated the *7th* day of *June*, 19 *31*

Witness to the Signatures of the above-named—

Witness *→ Irene Elizabeth Butcher*
Witness *→ 713 Randolph Crescent*
Secretary *→ Maidstone Kent. U.K.*

The Companies Act 1929

Company Limited by Shares

Memorandum
— and —
Articles of Association
— of —
Solomon & Whitehead
(London) Limited —

Incorporated the day of 1934

Resall Round & Gloster
Solicitors
Birmingham

DUPLICATE FOR THE FILE.

No. 289529



Certificate of Incorporation

I Hereby Certify,

That

SOLOMON & WHITEHEAD (LONDON) LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-fifth

day of June One

Thousand Nine Hundred and thirty-four.

W. J. Whitehead

Registrar of Companies.

Certificate
received by

N.

25/6/34

Date

Special Resolution

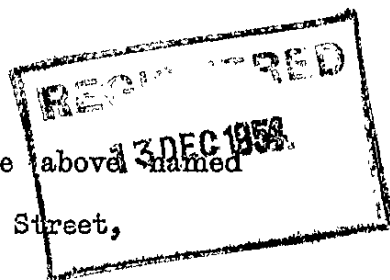


Pursuant to Section 141 (2).

OF

SOLOMON & WHITEHEAD (LONDON) LIMITED

Passed 30th November 1954

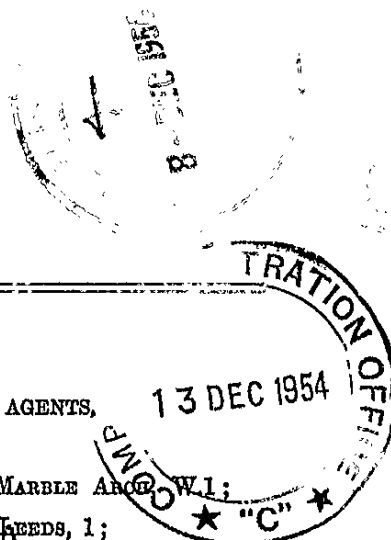


AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 36a Waterloo Street, Birmingham 2.

on the 30th day of November 19 54 the following Special Resolution was duly passed:—

The name of the Company be changed to Solomon & Whitehead Limited.

[Handwritten signatures and initials]
T. J. [Signature]
[Signature]
[Signature]



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

4063

4713

Company Number 289529



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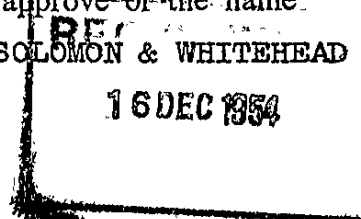
Reference: C.R. 98/2384/54

BOARD OF TRADE,

COMPANIES ACT, 1948

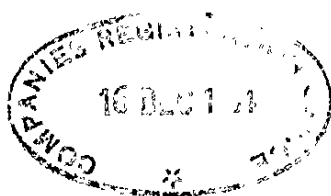
..... SOLOMON & WHITEHEAD (LONDON) Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to SOLOMON & WHITEHEAD LIMITED



Signed on behalf of the Board of Trade

this sixteenth day of December 1954.



Authorised in that behalf by the President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FILE

No. 289529 / 2



Change of Name
Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Herby Certify that

SOLOMON & WHITEHEAD (LONDON) LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called
SOLOMON & WHITEHEAD LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this... **sixteenth** ... day of
December One thousand nine hundred and fifty... **four** ...

L. R. (signature)
Registrar of Companies.

Certificate received by

(signature)

Date

252

Special Resolution

Pursuant to Section 141 (2).

OF

SOLOMON & WHITEHEAD LIMITED



Passed 13th December 19 60

AT an EXTRAORDINARY GENERAL MEETING of the above named

Company, duly convened and held at 36a Waterloo Street,
Birmingham 2.

on the 13th day of December 19 60 the following

Special Resolution was duly passed:—

"That the Articles of Association of the Company be altered by adding at the end thereof the following new heading and Article:—

'SALES AND EXECUTIVE DIRECTORS'

The Directors may from time to time appoint one or more persons to the office of Sales Director or Executive Director as they may decide. The tenure of office, scope of duties and remuneration of a Sales Director or an Executive Director shall be determined from time to time by the Directors. The Directors may also from time to time (subject to the provisions of any agreement between any Sales Director or any Executive Director and the Company) remove him from office and appoint another in his place. A Sales Director or an Executive Director shall not be deemed to be a Director of the Company and no Sales Director or Executive Director shall be entitled to be present at any meeting of the Directors unless the Directors shall require his presence and he shall not accordingly be counted in the quorum therefor or be entitled to vote thereat."

Chairman

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH 2 W. DEC 1960

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1

12 & 14, BROWN STREET, MANCHESTER, 2.

A. 148 A 52

umber of Company: 289529 / 63.

THE COMPANIES ACTS 1948 & 1967

COMPANY LIMITED BY SHARES

SOLOMON & WHITEHEAD LIMITED

At an Extraordinary General Meeting of the above named Company, duly convened and held at Lynn Lane, Shenstone, on the 15th of May, 1974 the following ordinary resolutions were duly passed.

- 1) That the Nominal Capital of the Company be increased by the addition thereto of £199,900 beyond the registered capital of £100 and such additional Capital be divided into 199,900 Ordinary Shares of £1 each, such new shares ranking pari passu in all respects with the existing Ordinary Shares.
- 2) That the sum of £99,900 being as to £21,117 standing to credit of Capital Reserve and £78,783 being part of the credit standing to Revenue Reserves be capitalised and that the same be applied in making payment in full at par for 99,900 Ordinary Shares of £1 each in the capital of the Company, such shares to be distributed as fully paid among the members who were registered as holders of the Ordinary Shares in the Capital of the Company at the closing of the books of the Company at the date of passing of this resolution at the rate of 999 fully paid shares for every one share of £1 each held by such members respectively.

Signed *P.M.T. Solomon*
Secretary

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

SOLOMON & WHITEHEAD

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an ^{ORDINARY} Resolution of the Company dated the fifteenth. . day of MAY 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 199,900 beyond the registered capital of £ 100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
199,900	ORDINARY	£1

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

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

THE NEW SHARES RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARES.

Signature.....

State whether Director or Secretary } Director.

Dated the 17 day of May 1974

Presented by

JOHN. W. HINKS & CO.

Presenter's Reference JWH/CAP

GROSVENOR HOUSE, 14 BENNETTS HILL,

BIRMINGHAM. B2 5RS

Form No. 10/10A

Number of } 289529/65
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF
SOLOMON & WHITEHEAD ✓

LIMITED

Passed 3rd October , 19 74 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at LYNN LANE, SHENSTONE, NR. LICHFIELD, STAFFS.

on the third day of October , 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

That the Memorandum of Association and Articles of Association be amended in accordance with the revised print produced at the meeting

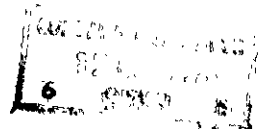
Signature


CHAIRMAN

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

23

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



MEMORANDUM OF ASSOCIATION

of

SOLOMON & WHITEHEAD LIMITED

(formerly known as Solomon & Whitehead (London) Limited.)

1. The name of the Company is SOLOMON & WHITEHEAD LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To carry on the business of Printers in all its branches, Colour Printers, Lithographers, Stationers, Bookbinder Stationers, Sundriesmen, Fancy Goods Manufacturers and all ancillary trades, Relief Stampers, Label Makers, Process Block Makers, Stereotypers, Electrotypes, Publishers and General Advertisement Agents, Manufacturers of and Dealers in paper ink and all Printers Requisites.
 - (b) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
 - (c) To sell, mortgage, assign, convey, let on lease or otherwise dispose from time to time of all or any of the concessions, rights, interests, lands, roads and premises, plant machinery or apparatus and other property of the Company, or such part or parts thereof as may be considered expedient.
 - (d) To grant any leases, privileges, concessions or rights whatever over, in upon or affecting any property of the Company.
 - (e) To borrow or raise, or secure the payment of money for the purposes of the Company in such manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.
 - (f) To apply for, purchase or otherwise acquire, any patents, licences, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
 - (g) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company or corporation in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits or distribute any such shares, stocks or obligations amongst the Members of the Company in specie.

(h) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To advance and lend money and assets of all kinds upon such terms as may be arranged, and to receive moneys on deposit, repayable at fixed times or on demand, and generally on such terms as may be arranged.

(j) To take part in the management, supervision or control of the business, or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.

(k) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets property or rights.

(l) To constitute any trusts with a view to the issue of preferred and deferred, or any other special stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such deferred, or other special stocks, or securities.

(m) To transact or carry on all kinds of agency business and, in particular in relation to the investment of money, the sale of property, and the collection and the receipt of money, and the floating of companies and the issue of loans.

(n) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds obligations, shares, stocks or securities, or the interest or dividends thereon.

(o) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, and provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company of any other company.

(p) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, joint adventure, or co-operation with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

(q) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any other undertakings, and any rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realization of any debentures, debenture stock, or other securities owned by the Company, or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise, and in particular any land, buildings, policies, patents, licences, business concerns and undertakings concessions, shares, stock, book debts and other assets.

(r) To make donations to such persons, and in such cases as may seem expedient.

(s) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit, and in particular for shares (whether fully or partly paid up), debentures or debenture stock, or securities of any other company having objects altogether or in part similar to those of this Company. To form and promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(t) To invest and deal with the moneys of the Company not immediately required, upon such stocks, shares and securities and in such manner as may from time to time be determined.

(u) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, or of any other company, and to remunerate any persons or company for services rendered in relation to the formation and establishment of the Company, or the conduct of its business, or placing or assisting to place, or guaranteeing the placing of or taking any shares in the Company's capital or any debentures, debenture stock, shares, stock or securities, whether issued by the Company or not.

(v) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip and other transferable or negotiable instruments.

(w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either along or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(y) To do all such other things as are incidental or conducive to the attainment of the above objects or are usually carried on in connection therewith, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that in the construction of this clause the objects set forth in each of the foregoing paragraphs shall, except where otherwise expressed in the same paragraph, be in no wise limited by reference to, or inference from, the terms of any other paragraph of this clause.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £200,000 divided into 200,000 Ordinary Shares of £1. each.

6. Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any shares previously issued, or then about to be issued, and subject to any such conditions or provisions and with such right of voting, or without any such right, and generally on such terms as this Company may from time to time determine.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:—

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	No of Shares taken by each Subscriber
WILLIAM ERNEST SOLOMON 20 Arlington Road, Eastbourne in the County of Sussex. Printer	one
FREDERICK ARTHUR WHITEHEAD Wynterscroft Kendal End Barnt Green in the County of Worcester. Printer	one

DATED the 7th day of June 1934.

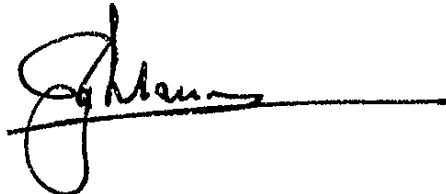
Witness to the above signature:—

June Elizabeth Burcher
713 Randolph Crescent
Maida Vale, W.9.
Secretary

THIS is a print of the Memorandum of Association of Solomon & Whitehead Limited as amended by Special Resolution passed at an Extraordinary General Meeting of the Company held on this date.

Director

3rd October, 1974.

A handwritten signature in dark ink, appearing to be 'J. H. M.', followed by a long horizontal line extending to the right.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SOLOMON & WHITEHEAD LIMITED

(Adopted by Special Resolution the third day of October, 1974)

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clause 3, 24, 53 and 75 in Part 1 of Table A shall not apply to the Company, in addition to the remaining Clauses in Part 1 Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2, 3, 4 and 5 in Part 11 of Table A shall apply to the Company.

SHARES

3. The Nominal Share Capital of the Company on the date hereof is £200,000 divided into 200,000 Ordinary Shares of £1. each.

4. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit provided that they shall have first offered the same to the Members in proportion to their existing shareholdings in the Capital of the Company at par.

5. Subject to the provisions of Section 58 of the Act, and preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Ordinary Resolution determine.

LIEN

6. The Lien conferred by Clause 311 of Part 1 Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard to their rights 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 Auditor for the time being of the Company.

8. Clause 54 of Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

9. Any person present in person and entitled to vote may demand a poll and Clause 58 of Part 1 of Table A shall be modified accordingly. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in the said Clause 58.

10. For the purposes of Clause 58 of Part 1 of Table A and Clause 4 of Part II of Table A, a corporation represented by proxy under Clause 68 of Part 1 of Table A or by a representative under Clause 74 of Part 1 of Table A shall be deemed to be personally present.

11. The words "and shall have the same right to speak as the member whom he represents" shall be inserted after the word "Company" at the end of Clause 68 of Part 1 of Table A.

12. A resolution in writing, signed by all the Members for the time being entitled to receive notice of a Meeting, shall be as valid and effectual as if it had been passed at a Meeting duly convened and held.

DIRECTORS

13. There shall be at least one Director and not more than eleven unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as Sole Director exercising all the powers, authorities and discretions vested in the Directors.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in Clause 78 of Part 1 of Table A.

15. Clause 79 of Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

16. A Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and shall be taken into account in reckoning the quorum present at the meeting when such contract or arrangement is under consideration and Clause 84 of Part 1 of Table A shall be modified accordingly.

17. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken at such time or times as the Board think fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the Board deem it expedient not to commence or proceed with the same.

18. (a) Any Director may at any time appoint a person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and (in absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force shall immediately prior to his retirement

shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

(b) Every alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration (if any) of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between him and the Director appointing him.

19. Without restricting the generality of their powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any Company which is the Holding Company of a subsidiary Company of, or allied or associated with the Company or any such Holding Company or subsidiary Company and to the wives, widows, children and other relatives and dependants of any such person and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any clan of them and so that any Director shall be entitled to receive and retain for his benefit any such pension, annuity, gratuity, allowance or other benefit whether under any such fund or scheme or otherwise.

20. The Directors shall not have power to authorise a sale of the under-taking of the Company or any substantial part thereof without the prior approval of the Members of the Company in General Meeting but no purchaser shall be concerned to see whether or not this Article has been complied with.

21. A Director shall vacate his office as a Director at each Annual General Meeting of the Company after he has attained the age of sixty-five but shall be eligible for re-election as a Director for the ensuing year. Any Director retiring or liable to retire under the provisions of this Article and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of sixty-five and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of sixty-five, and it shall not be necessary to give to the member, notice of the age of any Director or person proposed to be appointed or re-appointed as such.

22. The Board may from time to time appoint any one or more persons employed by the Company to be a Local Director or Directors for such period and at such remuneration, either fixed or varying with profits or otherwise or partly by one method and partly by another, and on such other terms as the Board may from time to time think fit and may at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every Local Director so appointed, namely:—

(A) A Local Director shall not be deemed to be a Director for any purpose.

(B) The Board may from time to time entrust to and confer upon a Local Director for the time being such of the powers exercisable under these presents by the Board as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke withdraw, alter or vary all or any of such powers.

23. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies, and they may, on behalf of the Company, make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other Company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.

24. So long as any Company (hereinafter called "the Parent Company") or its Directors, officers, or nominees shall hold a majority in nominal value of the Issued Share Capital for the time being of the Company or carry the right of attending and voting at General Meetings of the Company, it shall be entitled to appoint, remove and re-appoint Directors of the Company or any other Company in which the Company may be interested. The exercise of such rights shall be evidenced by memorandum in writing signed on behalf of the Parent Company by any two Directors or any one Director and the Secretary. Any Directors from time to time nominated or deemed to have been nominated under the foregoing regulations shall not be liable to retirement by rotation but subject to Article 88 of Table A contained herein and Articles 89 to 97 of Part 1 of Table A shall take effect accordingly subject to the provisions of this regulation.

25. The Directors may from time to time appoint one or more persons to the office of Sales Director or Executive Director as they may decide. The tenure of office, scope of duties and remuneration of a Sales Director or an Executive Director shall be determined from time to time by the Directors. The Directors may also from time to time (subject to the provisions of any agreement between any Sales Director or any Executive Director, and the Company) remove him from office and appoint another in his place. A Sales Director or an Executive Director shall not be deemed to be a Director of the Company and no Sales Director or Executive Director shall be entitled to be present at any meeting of the Directors unless the Directors shall require his presence and he shall not accordingly be counted in the quorum therefor or be entitled to vote thereat.

SECRETARY

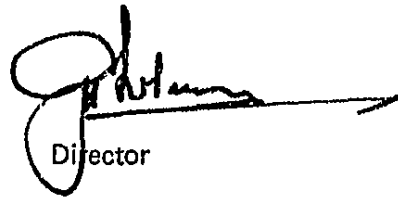
26. The Company shall have a Secretary and may also have a Deputy or Assistant Secretary and any reference to Secretary in these Articles shall be deemed to include any such Deputy or Assistant Secretary. The power of appointing and removing the Secretary and any Deputy or Assistant Secretary shall be exercisable by the Directors or under the powers conferred in Article 24 hereof subject to such terms and conditions as shall be deemed appropriate.

DIVIDENDS AND RESERVES

27. Where any assets, business or property is bought by the Company as from a past date at a price fixed wholly by reference to the value of such assets, business or property at the past date and without any addition or deduction in respect of subsequent transactions upon the terms that the Company shall as from that date take the profits and bear the losses thereof, the actual profit or loss as the case may be so accruing to the Company may at the distretion of the Board be credited or debited shall, at the discretion of the Board and for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and (to the extent so treated as a profit) accordingly available for dividend.

WINDING UP

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.



Director

3rd October, 1974.

289529/69

SOLOMON & WHITEHEAD LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at LYNN LANE, SHENSTONE, NR. LICHFIELD, STAFFS. on the SEVENTH day of JANUARY, one thousand nine hundred and seventy-five, the following SPECIAL RESOLUTION was duly passed:-

"THAT the provisions of the Company's Memorandum of Association with respect to its objects be altered by inserting after sub-clause (N) of Clause 3 of the said Memorandum the following new sub-clause:-

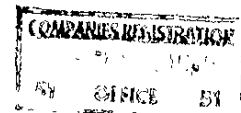
"(N1) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or Company whatsoever" ""

We hereby certify that the foregoing is a true and correct copy of the Resolution duly passed at the above mentioned Meeting.

DATED this SEVENTH day of JANUARY, One thousand nine hundred and seventy-five.

...*R. M. Solomon*... Chairman.
...*R. M. Solomon*... Secretary.

SR6 8/72



289529 171

THE COMPANIES ACTS 1948 -1967
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SOLOMON AND WHITEHEAD LIMITED

(Passed the 9TH day of JULY 1976)

AT an EXTRAORDINARY GENERAL MEETING of the Members of the
above named Company held at LYNN LANE, SHENSTONE, LICHFIELD,
STAFFS. on the above date the
following Resolution was duly passed as a SPECIAL RESOLUTION
of the Company.

SPECIAL RESOLUTION

THAT the provisions of the Company's Memorandum
of Association with respect to its objects be altered by
inserting after sub-clause N of clause 3 of the said Memorandum
the following new sub-clause :-

- N (i) "to guarantee either by personal obligation or
by mortgaging or charging all or any part of
the undertaking property and assets both present
and future and uncalled capital of the Company
or by both such methods the performance of any
contract or obligation of any person firm
or Company whatsoever"

.....
CHAIRMAN

47

20 JUL 1976

138

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SOLOMON & WHITEHEAD LIMITED

(Passed the 1st day of June 1979)

AT an EXTRAORDINARY GENERAL MEETING of the Members of the Company held at Lynn Lane, Shenstone, Lichfield, Staffordshire on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the inclusion of the following new clause 3(a)(ii) and by the designation of the existing clause 3(a) as clause 3(a)(i):-

"3(a)(ii) To carry on the business of travel agents, tourist agents and contractors, bankers, banking insurance, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, hotel, apartment and lodging-house keepers, caterers and storekeepers, teachers of languages, promoters and managers of clubs and societies (travelling, social, educational or otherwise) publishers of books, periodicals and newspaper sellers, foreign correspondents and advertising agents, and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description, and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours."

Dated this 1st June 1979

.....
Chairman



C O M P A N Y L I M I T E D B Y S H A R E S

M E M O R A N D U M O F A S S O C I A T I O N

o f

S O L O M O N & W H I T E H E A D L I M I T E D

(formerly known as Solomon & Whitehead (London) Limited)

1. The name of the Company is SOLOMON & WHITEHEAD LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) (i) To carry on the business of Printers in all its branches, Colour Printers, Lithographers, Stationers, Bookbinder Stationers, Sundriesmen, Fancy Goods, Manufacturers and all ancillary trades, Relief Stampers, Label Makers, Process Block Makers, Stereotypers, Electrotypers, Publishers and General Advertisement Agents, Manufacturers of and Dealers in paper ink and all Printers Requisites.
 - * (ii) To carry on the business of travel agents, tourise agents and contractors, bankers, banking, insurance, forwarding and general agents, aircraft and ship owners, and charterers, agents for operators of air sea, land or inland waterway carriage undertakings, road transport owners and hirers, hotel, apartment and lodging-house keepers, caterers and storekeepers, teachers of languages, promoters and managers of clubs and societies (travelling, social, educational or otherwise), publishers of books, periodicals, and newspapers sellers, foreign correspondents and advertising agents, and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description, and in particular by means of the bookings of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport, and arranging and operating tours.



*Amended by Special Resolution passed the First day
of June 1979

(b) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.

(c) To sell, mortgage, assign, convey, let on lease or otherwise dispose from time to time of all or any of the concessions, rights, interests, lands, roads, and premises, plant machinery or apparatus and other property of the Company, or such part or parts thereof as may be considered expedient.

(d) To grant any leases, privileges, concessions or rights whatever over, in upon or affecting any property of the Company.

(e) To borrow or raise, or secure the payment of money for the purposes of the Company in such manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise and charged or not charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital.

(f) To apply for, purchase or otherwise acquire any patents, licences, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(g) To purchase, subscribe for, or otherwise acquire, and to hold the shares, stocks or obligations of any company or corporation in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits or distribute any such shares, stocks or obligations amongst the Members of the Company in specie.

(h) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing of placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited, or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(i) To advance and lend money and assets of all kinds upon such terms as may be arranged, and to receive moneys on deposit, repayable at fixed times or on demand, and generally on such terms as may be arranged.

(j) To take part in the management, supervision or control of the business, or operations of any company or undertaking, and for that purpose to appoint and remunerate any directions, accountants, or other experts or agents.

(k) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets property or rights.

(l) To constitute any trusts with a view to the issue of preferred and deferred, or any other special stocks or securities based on or representing any shares, stock or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate, and if thought fit, to undertake and execute any such trusts, and to issue, dispose of, or hold any such deferred, or other special stocks, or securities.

(m) To transact or carry on all kinds of agency business and, in particular in relation to the investment of money, the sale of property, and the collection and the receipt of money, and the floating of companies and the issue of loans.

(n) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds obligations, shares, stocks or securities, or the interest or dividends thereon.

(o) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(p) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, joint adventure, or co-operation with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

(q) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any other undertakings, and any rights and privileges which the Company may think necessary or convenient with reference to any of these objects or the acquisition of which may seem calculated directly or indirectly to facilitate the realization of any debentures, debenture stock, or other securities owned by the Company, or to prevent or diminish any apprehended loss or liability, or which may seem capable of being profitably dealt with by way of re-sale or otherwise and in particular any land, buildings, policies, patents, licences, business concerns and undertakings concessions, shares, stock, book debts and other assets.

(r) To make donations to such persons, and in such cases as may seem expedient.

(s) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit and in particular for shares, (whether fully or partly paid up), debentures or debenture stock, or securities of any other company having objects altogether or in part similar to those of this Company. To form and promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(t) To invest and deal with the moneys of the Company not immediately required, upon such stocks, shares and securities and in such manner as may from time to time be determined.

(u) To pay the costs, charges and expenses, preliminary and incidental to the formation, establishment and registration of the Company, or of any other company, and to remunerate any persons or company for services rendered in relation to the formation and establishment of the Company, or the conduct of its business, or placing or assisting to place, or guaranteeing the placing of or taking any shares in the Company's capital or any debentures, debenture stock, shares, stock or securities, whether issued by the Company or not.

(v) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip and other transferable or negotiable instruments.

(w) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either along or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(y) To do all such other things as are incidental or conducive to the attainment of the above objects or are usually carried on in connection therewith, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and in the intention is that in the construction of this clause the object set forth in each of the foregoing paragraphs shall, except where otherwise expressed in the same paragraph, be in no wise limited by reference to, or inference from, the terms of any other paragraph of this clause.

4. The liability of the Members is limited. _____

5. The share capital of the Company is £200,000 divided into 200,000 Ordinary Shares of £1. each. _____

6. Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privileges over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any shares previously issued, or then about to be issued, and subject to any such conditions or provisions and with such right of voting, or without any such right, and generally on such terms as this Company may from time to time determine.

THE COMPANIES ACT, 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of The Companies Act 1948)

OF

The blanks in this heading may be filled up in writing.

SOLOMON & WHITEHEAD.....LIMITED

Passed 15th November, 1985

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Lynn Lane, Shenstone, Lichfield, Staffs.

on the 15th day of November, 1985 the subjoined Special Resolution duly passed, viz.:

RESOLUTION

The Special Resolutions(s) must be printed on this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 145 (1) and Note overleaf.

That the Articles of Association of the Company be amended by the insertion of the following clause:

Subject to the provisions of Part v of the Companies Act 1985:-

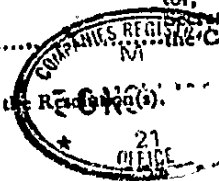
- (a) Any shares may, with the sanction of a Special Resolution, be issued on terms that they are, or in the opinion of the Company are, or at the option of the holder of the shares are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.
- (b) The Company may purchase its own shares (including any redeemable shares).
- (c) Any payment by the Company in respect of the redemption or purchase of shares under the provisions of this Article may be made otherwise than out of distributable profits or the proceeds of a fresh issue of shares.

Signature.....

CHAIRMAN

To be signed by the Chairman, a Director, or the Secretary of the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

289529

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

Name of company

*	SOLOMON & WHITEHEAD LIMITED
---	-----------------------------

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~ and [is to be treated as having come to an end]~~[will come to an end]~~† on

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____
_____, company number _____
the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____
and it is still in force.
Signed as Clark, e.A. Designation Secretary Date 11th November 1988

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

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

Stephenson Harwood
One St. Paul's Churchyard
London EC4M 8SH

Ref. 331/232

For official Use
General Section

Post room

6. 11. 1988

25

JOHN W. HINKS & CO
CHARTERED ACCOUNTANTS

A A BATCHELOR
J W P HOMER
C R CARTER
P O H JONES
B D HADFIELD
R A MELLIS
N R EVANS

CHURCH HOUSE
5-14 SOUTH ROAD
SMETHWICK · WARLEY
WEST MIDLANDS · B67 7BH

TELEPHONE : 021-558 8851

FAX: 021-558 1507

Ref. JWPH/EW

The Directors,
Solomon & Whitehead Limited,
Lynn Lane,
Shenstone,
Lichfield,
Staffs..
WS14 0DX.

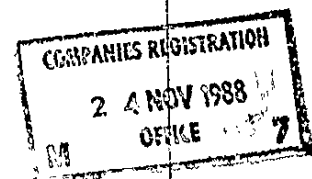
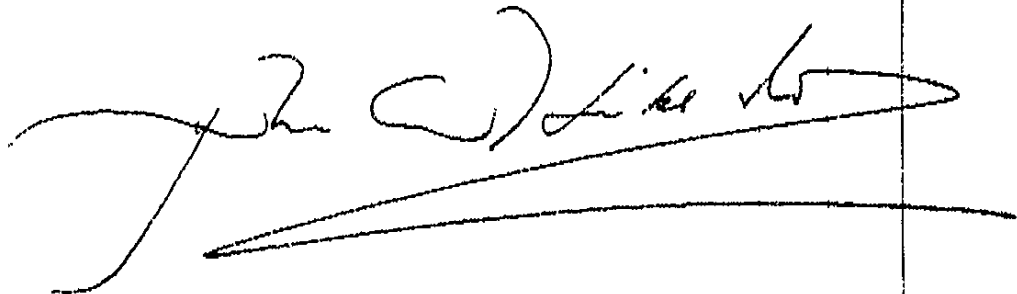
15th November, 1988.

Dear Sirs,

SOLOMON & WHITEHEAD LIMITED

We hereby resign as auditors of the Company and to the best of our knowledge there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the Company.

Yours faithfully,



— A member of the U.K. 200 Group —

Authorised by the Institute of Chartered Accountants in England and Wales to carry on Investment Business.

JOHN W. HINKS & CO
CHARTERED ACCOUNTANTS

A A BATCHELOR
J W P HOMER
C R CARTER
P O H JONES
B D HADFIELD
R A MELLIS
N R EVANS

CHURCH HOUSE
5-14 SOUTH ROAD
SMETHWICK · WARLEY
WEST MIDLANDS · B67 7BH

TELEPHONE : 021-558 8851

Ref. JWPH/EW

FAX: 021-558 1807

The Directors,
Solomon & Whitehead Limited,
Lynn Lane,
Shenstone,
Lichfield,
Staffs..
WS14 ODX.

15th November, 1988.

Dear Sirs,

SOLOMON & WHITEHEAD LIMITED

We hereby resign as auditors of the Company and to the best of our knowledge there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the Company.

Yours faithfully,

A large, stylized handwritten signature, likely of John W. Hinks, written in dark ink. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

ELECTIVE RESOLUTION

SOLOMON & WHITEHEAD LIMITED

No. 289529

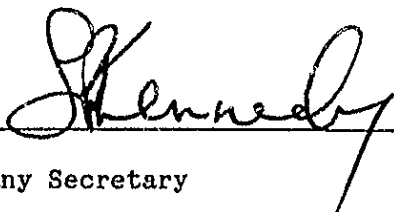
RESOLUTION TO DISPENSE WITH LAYING OF ACCOUNTS AND REPORTS BEFORE GENERAL MEETING, TO DISPENSE WITH ANNUAL GENERAL MEETINGS AND TO DISPENSE WITH THE ANNUAL APPOINTMENT OF AUDITORS

RE COMPANIES ACT 1985 (AS AMENDED BY COMPANIES ACT 1989)

The undersigned, being all the members of the above Company entitled to attend and vote at general meetings, resolve that the above Company, being a private company, dispense with the laying of accounts and reports before general meeting in accordance with Section 252; dispense with the holding of annual general meetings in accordance with Section 366A; and dispense with the annual appointment of auditors in accordance with Section 386, such resolution to take effect on 10th February, 1992.

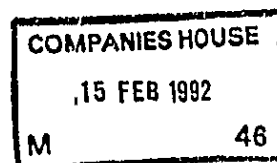
Signed for and on behalf of

Magnolia Group plc



Company Secretary

10th February, 1992



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 289529

The Registrar of Companies for England and Wales hereby certifies that
SOLOMON & WHITEHEAD LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE FINE ART GROUP LIMITED

Given at Companies House, Cardiff, the 21st December 1994



C002895293



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

For the Registrar of Companies

HC0068

No. 289529

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING OF THE MEMBERS

OF

SOLOMON & WHITEHEAD LIMITED

Pursuant to Section 381A of the Companies Act 1985 the following Special Resolution was passed by Written Resolution dated 9/12/94 having effect on 9/12/94.

SPECIAL RESOLUTION

"THAT the name of the Company be changed to The Fine Art Group Limited".

.....
Director/Secretary

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