

THE COMPANIES ACT 1985

Company Number 2055748.....

SPECIAL RESOLUTION OF

THRONEPATH..... LIMITED

We, the undersigned, David John Grant and John Regan, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. That the share capital of the Company be increased from £100 to £50,000 by the creation of 49,900 new shares of £1 each ranking in all respects pari passu with the 100 existing shares of £1 each in the capital of the Company.
2. That the Directors be unconditionally authorised pursuant to section 80 of The Companies Act 1985 to allot all shares in the authorised share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof.

Dated this 22nd day of JANUARY 1987 .

Signed [D.J. Grant]

E/RM/SR/IOC



THE COMPANIES ACT 1985

Company Number .2055748../.9...

SPECIAL RESOLUTION OF

THRONEPATH..... LIMITED

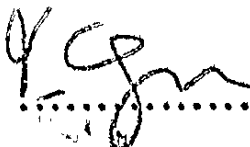
We, the undersigned, David John Grant and John Regan, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the attached new sub-clause:

Dated this 22nd day of JANUARY 198 .

Signed ..... (D.J. Grant)

..... (J. Regan)

E/RM/SR/COC



(A) To carry on all or any of the businesses of publishers, printers and distributors of magazines, periodicals, journals, books and other publications and to own, exploit and acquire copyrights, rights of publication and reproduction and other rights in respect of any literary and other works and undertakings, and to collect, print and publish the same, printers' agents, commercial and manufacturing stationers, to employ the services of and to act as agents for authors, critics, lecturers, and other professional persons, to carry on all or any of the businesses of printers, typesetters, engravers, die-sinkers, electrotypers, stereotypers, photosetters, photolithographers, chromo-lithographers, graphic, commercial and other artists, stationers, typefounders, designers and draughtsmen; manufacturers and distributors of and dealers in art colour, copperplate, lithographic, offset, photogravure and general printers and of, and in any photographic, engraved or printed productions, die stampers, gold blockers, machine rulers, numerical printers, photographers, photographic printers, manufacturers of and dealers in printing machinery and equipment, process blocks, printers' roller and composition manufacturers and merchants, printing ink and other ink and colour manufacturers and merchants, printers' engineers, wholesale, retail and manufacturing stationers, dealers in books, newspapers, magazines, periodicals, general publications and fancy goods of all kinds, advertising and publicity agents and contractors, advertisement designers, manufacturers of and dealers in advertising novelties, billposters, artists, designers and draughtsmen, general merchants and traders; and to manufacture, buy, sell, import, export and deal generally in plant, machinery, apparatus, articles, commodities, materials and things of all kinds used or capable of being dealt with in connection with the above-mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company.

(E) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(F) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(G) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(H) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company,