

FILE COPY



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

Company No. 3110970

The Registrar of Companies for England and Wales hereby certifies that  
INK UNDERWRITING AGENCIES LIMITED

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

Given at Companies House, Cardiff, the 6th October 1995



\*N031109708\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies



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

HC007B

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

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

Please do not write in this margin

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

To the Registrar of Companies

For official use

For official use

Name of company

--	--	--	--	--

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<sup>11</sup> Insert full name of company

<sup>11</sup> INK UNDERWRITING AGENCIES LIMITED
---

I, JOHN CHRISTOPHER DOCKING SIGNING ON BEHALF  
of ALCAIT LIMITED  
79 ST. JOHN STREET  
LONDON EC1M 4DR

<sup>12</sup> delete as appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>12</sup> [person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]<sup>12</sup> and that all 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 31, Bellingham Lane  
Rayleigh Essex

Declarant to sign below

the 29th day of September  
One thousand nine hundred and ninety nine  
before me [Signature] Schwartz

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

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

JCD ASSOCIATES  
79 ST. JOHN STREET  
LONDON EC1M 4DR

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.

CN

For official use

Company name (in full)

INK UNDERWRITING AGENCIES LIMITED

Registered office of the company on incorporation.

RO

79 ST. JOHN STREET

Post town LONDON

County/Region

Postcode EC1M 4DA

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

Number of continuation sheets attached

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

JCD ASSOCIATES

79 ST. JOHN STREET,

LONDON


Postcode EC1M 4DR

Telephone 0171-250-1469

Extension

**Company Secretary** (See notes 1 - 5)

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

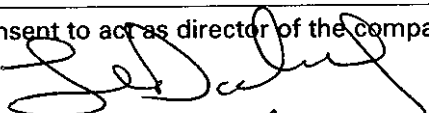
<b>CS</b>	MR
	MICHAEL
	MCCARTHY
<b>AD</b>	79 ST. JOHN STREET
Post town	LONDON
County/Region	
Postcode	EC1M 4DR
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	
Date	29.9.95

**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.

<b>CD</b>	
	ALCAIT LIMITED
<b>AD</b>	79 ST. JOHN STREET
Post town	LONDON
County/Region	
Postcode	EC1M 4DR
Country	ENGLAND
Date of birth	<b>DO</b> [ ][ ][ ][ ][ ][ ]
Nationality	<b>NA</b> [ ]
Business occupation	<b>OC</b> [ ]
Other directorships	<b>OD</b> [ ]
I consent to act as director of the company named on page 1	
Signed	 for and behalf of ALCAIT LTD
Date	29.9.95

\* Voluntary details

**Consent signature**

**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**

<b>CD</b>	_____						
	_____						
	_____						
	_____						
	_____						
<b>AD</b>	_____						
	_____						
	Post town _____						
	County/Region _____						
	Postcode _____ Country _____						
<b>DO</b>	<table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table>						
	Nationality <b>NA</b> _____						
<b>OC</b>	_____						
<b>OD</b>	_____						
	_____						
	I consent to act as director of the company named on page 1						
Signed	Date						

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	29.9.95
	Personnel of ALCAIT LTD		
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

# Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies House  
100-102 George Street  
Edinburgh  
EH2 3DJ

Woo

3110970

page 1

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION OF**  
**INK UNDERWRITING AGENCIES LIMITED**



1. The Company's name is INK UNDERWRITING AGENCIES LIMITED
2. The Company's registered office is to be situated in England
- 3.(A) (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 the Company has the power to do all or any of the following:

(B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(C) To erect, construct, lay down, enlarge, alter and maintain, any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(D) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and

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conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the company receiving any consideration or advantages direct or indirect, for 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 and uncalled capital of the Company, or by both 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 debenture stocks, shares, or other securities of any company, firm, or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the company in business and whether or not this company receives directly or indirectly any consideration or advantage therefrom.

(I) To establish and maintain or procure the establishment and maintenance of non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest 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, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.



(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of a dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint purse arrangements for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stocks or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(Q) To sell, improve, manage, develop, turn to account, exchange, let or rent, royalty, share of profits or otherwise, grant licences, easements and other rights in

or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all of a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the name of the Company.

4. The liability of the members is limited.

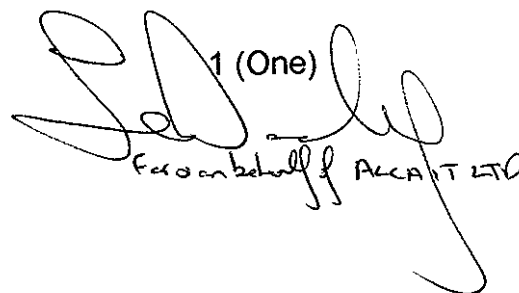
5. The Company's share capital is £1000 divided into 1000 ordinary shares of £1 each.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NO. OF SHARES TAKEN  
BY EACH


Alcalt Limited  
79 St. John Street,  
London EC1M 4DR

1 (One)  
  
For on behalf of ALCAIT LTD

TOTAL SHARES

-----  
1 (One)  
-----

Dated 29th day of September 1995

 M McCARTHY  
Witness  
to the above signature(s)

79 St. John Street  
London EC1M 4DR

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**INK UNDERWRITING AGENCIES LIMITED**

**PRELIMINARY**

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F)(Amendment) Regulations 1985, (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. Clauses 64, 73, 74, 75, 76, 77, 80, 95, 96, 97 and 98 of Table A shall not apply to the Company, but, (in addition to the remaining Clauses of Table A) the following shall be the Articles of Association of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

**SHARES**

3. The initial share capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.

4.(a) Subject to sub-Article (b) hereof all shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of authorised share capital with which the Company is incorporated and that this authority shall expire on the fifth anniversary

of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.

(c) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of this authority.

(d) In accordance with section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the act shall not apply to any allotment of equity securities (as defined by Section 94 of the Act ) by the Company.

5. The lien conferred by Clause 8 of Table A shall attach to fully paid-up 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

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

7. If and for so long as the Company has only one member the following provisions shall apply:

(a) One person entitled to vote upon the business to be transacted, being the sole member or the proxy for that member or (if such a member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company

(b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the Chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.

(c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

(d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

## DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine there shall be no limitation to the number of Directors. The quorum necessary for the transaction of business by the Directors may be fixed by the Directors, and unless so fixed shall be two; and a person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles.

9. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Companies Act 1985.

10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

## ROTATION OF DIRECTORS

11. The Directors shall not be liable to retire by rotation and Regulations 78, 79 and 84 of Table A shall be modified accordingly.

## TRANSFER OF SHARES

12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and regulation 24 of Table A shall be modified accordingly.

## INDEMNITY

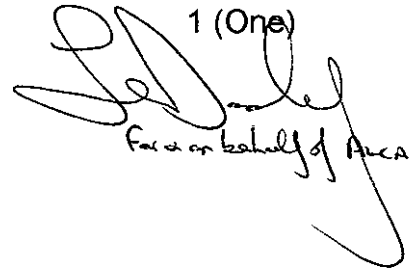
13. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with an application

under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NO. OF SHARES TAKEN

Alcalt Limited  
79 St. John Street  
London EC1M 4DR


1 (One)  
  
For and on behalf of ALCAIT LTD

TOTAL NO. OF SHARES

-----  
1 (One)  
-----

Dated 29th day of September 1995

Witness to the above signatures

  
79 St. John Street  
London EC1M 4DR



