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COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

To the Registrar of Companies

For official use

For official use

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2226582

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full
name of Company

Name of company

* ARTFORM IMPRESSIONS LIMITED

I, BRIAN ENDACOTT
of 63/67 Tabernacle Street
London EC2A 4AH

† do so as
appropriate

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

Declared at 63/67 Tabernacle Street
London EC2A 4AH

Declarant to sign below

the 20th day of January

One thousand nine hundred and 88

before me

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

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

For official Use
New Companies Section

Post room



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

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Name of company

* insert full name
of company

* <u>ARTFORM IMPRESSIONS</u> LIMITED	
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The intended situation of the registered office of the company on incorporation is as stated below

<u>63-67 Tabernacle Street</u>	
<u>London</u>	
Postcode	<u>EC2A 4AH</u>

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



<u>Moorgate Company Services Limited</u>	
<u>63-67 Tabernacle Street</u>	
<u>London</u>	
Postcode	<u>EC2A 4AH</u>

Number of continuation sheets attached (see note 1)

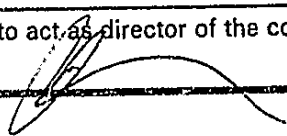
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Presenter's name address and
reference (if any):

For official Use	
General Section	Post room


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:


Please do not write in this margin

Name (note 3) BRIAN ENDACOTT		Business occupation
		Executive
Previous name(s) (note 3) None		Nationality
Address (note 4) 63/67 Tabernacle Street		British
London		Date of birth (where applicable)
Postcode	EC2A 4AH	
Other directorships †		
None		
I consent to act as director of the company named on page 1		
Signature 		Date 20-1-88

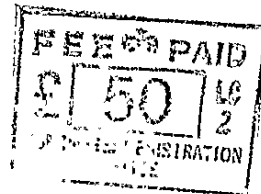
† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) ROBERT CONWAY	
Previous name(s) (note 3) None	
Address (notes 4 & 7) 63/67 Tabernacle Street	
London	
Postcode	EC2A 4AH
I consent to act as secretary of the company named on page 1	
Signature R. 	Date 20-1-88

Signature of agent on behalf of subscribers 	Date 20-1-88
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COMPANY LIMITED BY SHARES



2226582

Memorandum of Association

OF

ARTFORM IMPRESSIONS LIMITED



1. The name of the company is 'Artform Impressions 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 all or any part of the business or businesses as specialists in the fields of advertising, publicity and public relations in all its branches; as consultants and advisers in all the aforesaid with particular emphasis on commercial artwork, illustrating and cartooning and as writers, designers, columnists and producers of all materials, text and matter for all the above and appertaining to newspapers, magazines, periodicals and otherwise, and also for radio, television and the cinema, their scripts, texts or otherwise; as artists, designers, interior and fashion designers, illustrators, signwriters and painters, all as the Company sees fit.
 - (a) As photographers, developers, printers, publishers, art printers and lithographers; as wholesalers, retailers, manufacturers, importers, exporters and dealers of goods, products and materials of every description; as recording engineers, film makers, entertainers, exhibitors, staff controllers and employment agents in all their branches, and to do all or any of the above acting as principals, agents, brokers, contractors, nominees, trustees, appointees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.



- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

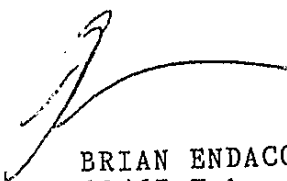

- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any 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 advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependents.
- (r) To distribute any property of the company in specie or in kind among the members of the company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.


5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the 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
 BRIAN ENDACOTT 63/67 Tabernacle Street London EC2A 4AH Executive	ONE
 ROBERT CONWAY 63/67 Tabernacle Street London EC2A 4AH Executive	ONE

DATED The 15th day of May 1987

WITNESS to the above signatures:—


KELLIE-ANN GREENWOOD
63/67 Tabernacle Street
London
EC2A 4AH

Secretary

COMPANY LIMITED BY SHARES

Articles of Association

OF

ARTFORM IMPRESSIONS LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (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, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) 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 shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable as a fixed time or called in respect of that Share and of 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 or his estate and Clause 8 of Table A shall be modified accordingly.

GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

11. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a Share whether or not it is a fully paid Share.

DIRECTORS

13. The Shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitation as to the number of Directors 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.

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

16. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

18. 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.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS



BRIAN ENDACOTT
63/67 Tabernacle Street
London
EC2A 4AH

Executive



ROBERT CONWAY
63/67 Tabernacle Street
London
EC2A 4AH

Executive

DATED The 15th day of May 1987

WITNESS to the above signatures:—



KELLIE-ANN GREENWOOD
63/67 Tabernacle Street
London
EC2A 4AH

Secretary

FILE COPY



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

No. 2226582

I hereby certify that

ARTFORM IMPRESSIONS LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 2 MARCH 1988

A handwritten signature in dark ink, appearing to read 'J. D. Cawley'.

MR. J. D. CAWLEY
an authorised officer