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COMPANIES FORM No. 12

12**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

To the Registrar of Companies

For official use

For official use

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

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2234837

* Insert full name
of company.

Name of Company

* ENFRANCHISE FIFTY LIMITED

I, ANDREW JOHN SAULof 57-59 LONDON WALLLONDON EC2M 5TP1 Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~[person named as secretary or director 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 57-59 LONDON WALL

Declarant to sign below

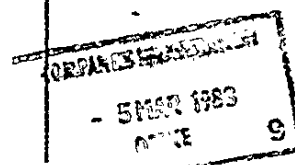
LONDON EC2the 29th day of FebruaryOne thousand nine hundred and eighty eightbefore me MARK EWINGAndrew Saul† Or Notary Public or
Justice of the Peace
or Solicitor having
the powers conferred
on a Commissioner
for Oaths.A Commissioner for Oaths / SolicitorPresenter's name, address and
reference (if any):

Penningtons Ward Bowie
57-59 London Wall
LONDON EC2M 5TP

For official use

New companies section

Post room





COMPANIES FORM No. 10

10

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

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

* insert full name
of company

Name of company

* ENFRANCHISE FIFTY LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

57-59 London Wall	
LONDON	
Postcode	EC2M 5TP

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

X

Penningtons Ward Bowie	
57-59 London Wall	
LONDON	
Postcode	EC2M 5TP

Number of continuation sheets attached (see note 1)

2

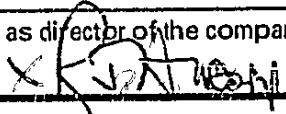
Presenter's name address and
reference (if any):

PENNINGTONS WARD BOWIE
57/59 LONDON WALL
LONDON EC2M 5TP

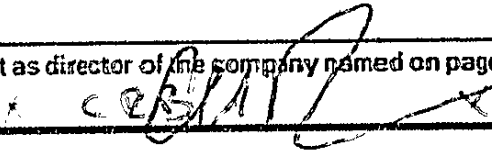
For official Use
General Section

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)			Business occupation
RONALD JAMES ALLSOPP			Solicitor
Previous name(s) (note 3)			Nationality
Address (note 4)			British
57-59 London Wall			Date of birth (where applicable)
LONDON	Postcode	EC2M 5TP	(note 6)
Other directorships †			
SEE LIST ATTACHED			
I consent to act as director of the company named on page 1			
Signature 			Date 26.2.88

† enter particulars of other directorships held or previously held (see note 5) If this space is insufficient use a continuation sheet

Name (note 3)			Business occupation
CECIL RAPHAEL BENZECRY			Solicitor
Previous name(s) (note 3)			Nationality
Address (note 4)			British
57-59 London Wall			Date of birth (where applicable)
LONDON	Postcode	EC2M 5TP	(note 6)
Other directorships †			
SEE LIST ATTACHED			
I consent to act as director of the company named on page 1			
Signature 			Date 26.2.88

Name (note 3)			Business occupation
Previous name(s) (note 3)			Nationality
Address (note 4)			
			Date of birth (where applicable)
	Postcode		(note 6)
Other directorships †			
I consent to act as director of the company named on page 1			
Signature			Date

Please do not
write in
this margin

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

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)		
ENFRANCHISE SECRETARIAL SERVICES LIMITED		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
57-59 London Wall		
LONDON	Postcode	EC2M 5TP
I consent to act as secretary of the company named on page 1 For and on behalf of ENFRANCHISE SECRETARIAL SERVICES LIMITED		
Signature <i>Andrew Smith</i>		Date 26.2.88.

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
		Postcode
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the subscribers

Signature of agent on behalf of subscribers		Date
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delete if the form is
signed by an agent on
behalf of the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed <i>R. Smith</i>	Date 26.2.88
Signed <i>Cliff</i>	Date 26.2.88.
Signed	Date
Signed	Date
Signed	Date
Signed	Date

R.J. ALLSOPP LIST OF DIRECTORSHIPS

PENDIA DEVELOPMENTS LIMITED

ENFRANCHISE SECRETARIAL SERVICES LIMITED

ASTONFORD INVESTMENTS LIMITED

ENFRANCHISE THIRTY ONE LIMITED

ENFRANCHISE THIRTY SEVEN LIMITED

ENFRANCHISE THIRTY NINE LIMITED

ENFRANCHISE FORTY LIMITED

C R BENZECRY - LIST OF DIRECTORSHIPS

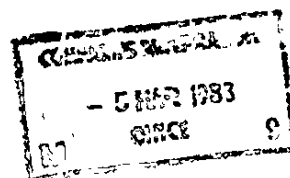
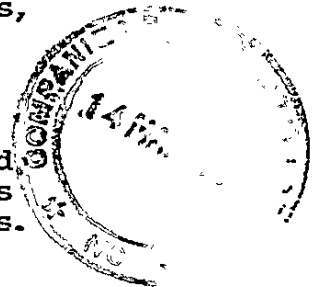
Bordure Limited
Brickspeed Limited
Eardisland Investments Limited
Eastern Produce (Holdings) plc
EPN (1983) Limited
Hamstead Village Investments Limited
Jessel Trustees Limited
Otmerstag Securities Limited
Owl Creek Investments PLC
OCI Properties Limited
Positive Investments (London) Limited
Tava Developments Limited
Tavalcan Investments Limited
T.M.S. Information plc
Enfranchise Thirty One Limited
Enfranchise Thirty Seven Limited
Enfranchise Thirty Nine Limited
Enfranchise Forty Limited
Enfranchise Properties Five Limited

The Companies Act 1985
COMPANY LIMITED BY SHARES
Memorandum of Association
of
ENFRANCHISE FIFTY LIMITED

0034837

1. The name of the Company is "Enfranchise Fifty 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 business as general agents, factors, importers, exporters, processors, canners, packagers, bottlers, manufacturers, retailers, traders, commission agents, distributors, wholesalers, carriers, ship and aircraft charterers, lessees, hirers and owners, or in any other capacity and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce and consumable articles of all kinds, merchandise, manufactured articles and parts thereof and raw materials and generally to carry on the business of importers and exporters, freight and general contractors and carriers and as wholesale and retail merchants and dealers in goods and products of all kinds.
 - (ii) To buy, sell and deal in all commodities and commodity futures, including silver, and to buy sell and deal in bullion and specie, to receive money and valuables for safe custody or otherwise other than on deposit repayable by cheque or order, to collect and transmit money and securities, to grant and issue letters of credit and circular notes and to manage and advise on the management of securities and investments.
 - (iii) To acquire any shares, stocks, debentures, debenture stock, bonds, mortgages, notes, bankers' acceptances, obligations and other securities issued by any company, corporation or undertaking of whatever nature and wheresoever constituted or issued or guaranteed



510 MW
010301
20

by any government, sovereign ruler, commissioners, trust authority or other body of whatever nature, by original subscription, syndicate participation, tender purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.

- (iv) To carry on business as capitalists, financiers, concessionaries, brokers, bankers and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and banking operations.
- (v) To provide or procure management, including the management of investments and other property, administrative, sales and technical assistance, service and advise on a contract loan, secondment, employment or other basis and to provide consultants, staff and employees who will give management, administrative, sales, marketing and technical assistance, service and advise to any person or company anywhere in the world on any matter or any type of business whatsoever and to act as managers, registrars, administrators, secretaries, auditors, accountants of bodies corporate or unincorporate in any part of the world, for the Company's account or for third parties.
- (vi) To contract for public or private loans and to negotiate, underwrite and issue the same; and, with reference to commodity, commodity futures, or foreign exchange contracts, to enter into conditional or forward contracts for the acquisition or disposal of any such assets.
- (b) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, grant rights in or over, improve, manage, exchange or otherwise turn the same to the advantage of the Company.
- (c) To apply for, register, purchase or by other means acquire any patents, patent rights, copyrights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to advantage or the Company.
- (d) To build, reconstruct alter or generally maintain or pull down buildings and works of all kinds, whether or not these are situate on the property of the Company.

- (e) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (f) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (g) To subscribe for, take, purchase or otherwise acquire either for cash, shares, or debentures in this Company or any other consideration any shares, stocks, debentures, debenture stocks, bonds or securities in any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (h) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (i) To sell, lease or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money or give credit to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, mortgages, debenture stock charges or liens or in any other way upon the whole or any part of the undertaking, property and assets of the Company, both present and future including its uncalled capital and also in any similar manner to secure and guarantee the performance by the Company or any other person firm or company of any obligation undertaken by the Company or any other person firm or company as the case may be or the placing and issue of shares debentures, debenture stock or their securities of the Company.
- (l) To pay or remunerate by cash payment or otherwise any person, firm or company for rendering services to the Company in the promotion of the Company.
- (m) To establish support and subscribe to any funds and to subscribe to or assist in the promotion of any

charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present of their dependents and to grant pensions to such persons.

- (n) To draw, make, accept, endorse, discount, issue and execute bills, warrants debentures notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the shares, stock, debentures, debenture stock or other obligations of such company either at the time of its initial promotion or at any subsequent time.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities or property of the Company between the members of the Company in accordance with their rights.
- (r) To apply for, promote and obtain any Act of Parliament and any order or sanction of any authority, national, local, municipal or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's Constitution or any extension of its powers or for any other purpose which may seem expedient and to oppose any proceedings or application the direct or indirect effect of which may be to prejudice the Company or its objects.
- (s) To do in any part of the world all such things either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, sub-contractors, trustees or otherwise and all such other things which in the opinion of the Company can be carried on advantageously in connection with or are conducive to the attainment of the above objects or any of them or incidentally thereto.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

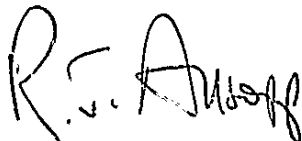
- 4. The liability of the members is limited.
- 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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.

Ronald James Allsopp
57-59 London Wall
LONDON EC2



One

Solicitor

Cecil Raphael Benzecry
57-59 London Wall
LONDON EC2



One

Solicitor

DATED this 26th day of February 1988

WITNESS to the above signatures

A.J. Saul



57-59 London Wall
London
EC2M 1TF

KDO08

The Companies Act 1985
COMPANY LIMITED BY SHARES
Articles of Association
OF
ENFRANCHISE FIFTY LIMITED

PRELIMINARY

1. The Company is a private company and the regulations contained or incorporated in Table A as prescribed by regulations made pursuant to Section 8 of the Companies Act 1985 (hereinafter referred to as "Table A" and "the Act" respectively) shall apply to the Company save that Regulations 3, 24, 35, 41, [64, 66, 73 to 80 (inclusive) 81, 84, 89, 90, 94 to 98] (inclusive) and 99 of Table A shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to the provisions of Section 80 of the Act and to such directions as to the allotment or disposal thereof as may be given by the Company in General Meeting at the time of the creation of such shares.

3.(a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer if not accepted, will be deemed to be declined. After the expiration of such period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any

shares the issue of which has been declared by Special Resolution as aforesaid not to be subject to the provisions of this Article shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the Members.

- (b) Section 89(1) and Section 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
 - (c) Subject to paragraph (a) of this Article the Directors are generally and unconditionally authorised to exercise any power of the Company (and in particular the power contained in Article 2 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date.
4. Subject to the provisions of the Act the Company may:
- (a) issue shares which are to be redeemable or are liable to be redeemed at the option of the Company or the shareholder;
 - (b) purchase its own shares (including any redeemable shares);
 - (c) make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Section 171 of the Act.

TRANSFER AND TRANSMISSION OF SHARES

5. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

VOTES OF MEMBERS

6. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

8(a) Every Notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members relating 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 Auditor for the time being of the Company.

(b) All such notices and communications referred to in the preceding sub-clause shall be given in the manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of Notices to them.

9. If within half an hour from the time appointed for any General Meeting of the Company a quorum is not present or if during a meeting a quorum ceases to be present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Member or Members present in person or by proxy shall be a quorum.

DIRECTORS

10. The Directors shall have power at any time, and from time to time, to appoint any person or persons to the office of Director, either to fill any casual vacancy or in addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles.

11. Without prejudice to the powers of the Directors under Article 10 the Company in General Meeting may by ordinary resolution appoint any person to be a Director either to fill a casual vacancy or in addition to the existing Directors and may at any time by extraordinary resolution remove a Director from office.

12. A Director who is in any way, whether directly or indirectly, interested in a contract, proposed contract or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. A Director who has so disclosed the nature of his interest may vote in respect of any contract, proposed contract or any arrangement in which he is so interested and such Director shall be counted in the quorum present at any meeting at which such contract, proposed contract or arrangement is being considered.

DIRECTORS - POWERS AND PROCEEDINGS

13. The Company may from time to time by ordinary resolution fix the maximum and/or minimum number of Directors but unless so fixed there shall be no maximum number of Directors and the minimum number shall be one.

14. The quorum necessary for the transaction of the business of the Directors shall be two whenever two or more persons hold the office of Director in the Company. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by these Articles are conferred on the Directors.

15. A person who holds office only as an alternate Director shall, if his appointor is not present be counted in the quorum.

16. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

17. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for

moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

ALTERNATE DIRECTORS

18. An alternate Director shall (subject to the Company having been supplied with an address at which notices may be served on him) be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

19. An alternate Director may be removed from his office by notice in writing to the Company given by a majority of the co-Directors of the Director by whom he was appointed.

"SPECIAL" etc. DIRECTORS

20. The Directors may from time to time appoint any person as a "special", "executive" or "assistant" director or with whatever title they think fit. The Directors shall define and limit the powers, authorities and discretions of any person so appointed and shall provide that he be deemed not to be a member of the Board of Directors or any committee thereof, that he shall not be entitled to receive notice of or attend any meeting of the Board except at the invitation of the Directors and, when present at a meeting of the Board by invitation, he shall not be entitled to vote.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated:-

- (a) If by notice in writing to the Company he resigns the office of Director.
- (b) If he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a director.
- (c) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (d) If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs.

- (e) If he is removed from office by an extraordinary resolution or a resolution duly passed under Section 303 of the Act.

MANAGING AND EXECUTIVE DIRECTORS

22. Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate either if he ceases to be a Director or if the board shall revoke such agreement, appointment or arrangement but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

SECRETARY

23. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and the first Secretary or any Secretary so appointed may be removed by them. The Directors may appoint joint secretaries and if at any time there shall be no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary. When at any time there are joint secretaries their authority shall be joint and several unless otherwise expressly provided by the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ronald James Allsopp
57-59 London Wall
LONDON

R. J. Allsopp

Solicitor

Cecil Raphael Benzecry
57-59 London Wall
LONDON EC2

C. R. Benzecry

Solicitor

DATED this 26th day of February 1988

WITNESS to the above signatures

A.J. Saul

Andrew Saul.

*57-59 London Wall
London
EC2*

FILE COPY



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

No. 2234837

I hereby certify that

ENFRANCHISE FIFTY 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 23 MARCH 1988

M. Moss
MRS. M. MOSS

an authorised officer