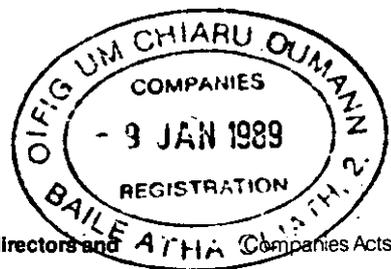


Companies Registration

£1.00 each



CR 9.00



Statement of first secretary and directors and situation of registered office
Section 3 of Companies (Amendment) Act 1982

Companies Acts 1963 to 1986

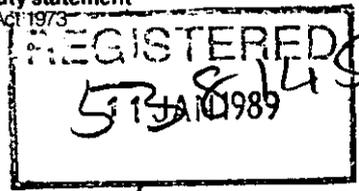
Registration fee stamp to be affixed above

Declaration of compliance
Section 5 of Companies (Amendment) Act 1983

Company number
38888/1

A1

Companies capital duty statement
Section 69 of Finance Act 1973



Please complete using black block capitals or typewriting

Company name in full

CAPITAL RADIO PRODUCTIONS LIMITED Limited

Note one
Maximum number of characters per line is thirty. Please leave one space between words

Address of registered office note one

**THE MENS
188 RATHGAR ROAD
DUBLIN 6.**

If the memorandum is delivered by an agent for the subscribers of the memorandum mark "x" in this box and insert the agent's name and address.

216410
Agent's name **Aidan E. Larkin**
Agent's address **4, CARYSPORT AVENUE,
BLACKROCK,
DUBLIN 6.**
Number of continuation sheets attached **-**

Particulars of secretary

Names and particulars of the person/s who is/are to be secretary/joint secretaries

Name note two

Aidan Edward Larkin

Former name note three

Address note two **4, CARYSPORT AVENUE, BLACKROCK, DUBLIN 6.**

Note two
Insert full name (initials will not suffice) and residential address. Where there are joint secretaries, details and signature of consent should be annexed hereto.

Note three
Former names do not include the following

In the case of a person known by a title different from his/her surname, the name by which he was known prior to the adoption of the title;

A name that has been changed before the person attained the age of 18 years, or a name that has been changed or disused for 20 years or more;

The name of a married woman, prior to her marriage.

I hereby consent to act as secretary of the aforementioned company

Signature: *[Handwritten Signature]*

Date **14 December 1988**

Presenter's name

Address

**LARKIN CORPORATE CONSULTANTS LTD
4/C CARYSPORT AVENUE
BLACKROCK, CO. DUBLIN**

Reference

Particulars of Directors

Names and particulars of the persons who are to be the first directors of the company

368

46913

Name note two MICHAEL HOGAN. Business occupation RADIO MARKETING EXECUTIVE

Former name/s note three _____

Home address THE MEWS 188 RATHGAR ROAD DUBLIN 6.

Nationality if not Irish _____

Note four
Company number and name of other bodies corporate in the State of which the director of the company is also a director should be given, except for the following

Particulars of other directorships note four NONE. Company number _____

Bodies corporate of which the company is a wholly owned subsidiary;

I hereby consent to act as director of the aforementioned company

Signature  Date 14.12.88.

Bodies corporate which are wholly owned subsidiaries of the company or of the company's parent company

Name note two MARTIN BLOK. Business occupation Company Director

Former name/s note three _____

Home address ~~THE MEWS~~ 31 DODDER VIEW COTTAGES, BALLSBRIDGE DUBLIN 4.

Nationality if not Irish _____

368

46914

Particulars of other directorships note four NONE Company number _____

I hereby consent to act as director of the aforementioned company

Signature Martin Blok Date 14.12.88.

Name note two _____ Business occupation _____

Former name/s note three _____

Home address _____

Nationality if not Irish _____

Particulars of other directorships note four _____ Company number _____

I hereby consent to act as director of the aforementioned company

Signature _____ Date _____

Name note two _____ Business occupation _____

Former name/s note three _____

Home address _____

Nationality if not Irish _____

Particulars of other directorships note four _____ Company number _____

I hereby consent to act as director of the aforementioned company

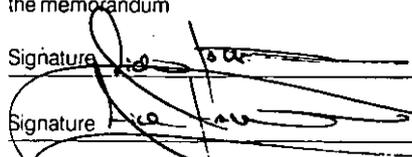
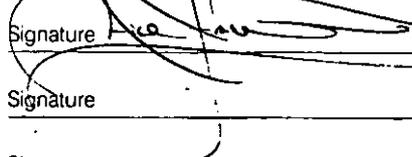
Signature _____ Date _____

Name <i>note two</i>	Business occupation
Former name/s <i>note three</i>	
Home address	
Nationality if not Irish	
Particulars of other directorships <i>note four</i>	Company number
<i>I hereby consent to act as director of the aforementioned company</i>	
Signature	Date

Name <i>note two</i>	Business occupation
Former name/s <i>note three</i>	
Home address	
Nationality if not Irish	
Particulars of other directorships <i>note four</i>	Company number
<i>I hereby consent to act as director of the aforementioned company</i>	
Signature	Date

Name <i>note two</i>	Business occupation
Former name/s <i>note three</i>	
Home address	
Nationality if not Irish	
Particulars of other directorships <i>note four</i>	Company number
<i>I hereby consent to act as director of the aforementioned company</i>	
Signature	Date

Signed by or on behalf of the subscribers to the memorandum

Signature 	<input type="checkbox"/> Subscriber <input checked="" type="checkbox"/> Agent	Date 14 December 190
Signature 	<input type="checkbox"/> Subscriber <input checked="" type="checkbox"/> Agent	Date 14 December 190
Signature	<input type="checkbox"/> Subscriber <input type="checkbox"/> Agent	Date
Signature	<input type="checkbox"/> Subscriber <input type="checkbox"/> Agent	Date
Signature	<input type="checkbox"/> Subscriber <input type="checkbox"/> Agent	Date
Signature	<input type="checkbox"/> Subscriber <input type="checkbox"/> Agent	Date
Signature	<input type="checkbox"/> Subscriber <input type="checkbox"/> Agent	Date

Declaration of compliance

I name HIDAN LARKIN

of home address 4. CARYSFORK AVENUE,
BLACKROCK,
Co. DUBLIN.

Note five
"A solicitor engaged in the formation of a person named as director/secretary"

do solemnly and sincerely declare that I am (note five) A PERSON NAMED AS SECRETARY of the Company in the STATEMENT DELIVERED PURSUANT TO SECTION 3 OF THE COMPANIES (AMENDMENT) ACT 1982.

of company CAPITAL RADIO PRODUCTIONS LIMITED

and that all the requirements of the Companies Acts, 1963 to 1983 in respect of the registration of the said company, and of matters precedent 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 Statutory Declarations Act, 1938.

Declared before me by HIDAN E. LARKIN

who is personally known to me or who is identified to me by _____

Signature of Declarant

Commissioner for Oaths

who is personally known to me at

2nd April
Mount St, Dublin 2.

- Commissioner for Oaths
 Notary Public Peace Commissioner

this 14th day of December 1988.

Companies capital duty statement

Effective centre of management if outside the state NOT APPLICABLE

Note six
Specify ordinary or preference

Class note six	Nominal value of each share class	No of shares authorised	No of shares being allotted
<u>ORDINARY</u>	<u>£1.00</u>	<u>1,000,000</u>	<u>2</u>

Note seven
When the consideration is other than cash, e.g. the acquisition of an existing business, full particulars must be given

Consideration for each share note seven	Total number
<u>£1.00 CASH</u>	<u>2</u>

I the undersigned (name) HIDAN LARKIN

furnish these particulars as (description) NAMED IN ARTICLES AS SECRETARY

Signed

Address

[Signature]

4. CARYSFORK AVENUE,
BLACKROCK,
Co. DUBLIN.

Date 14th December 1988.

Broadcasting Private

9740

538145

L141

21

COMPANIES ACTS 1963 TO 1986

COMPANY LIMITED BY SHARES

001

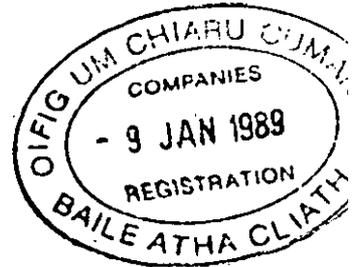
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CAPITAL RADIO PRODUCTIONS
LIMITED



Private

COMPANIES ACTS 1963 TO 1986



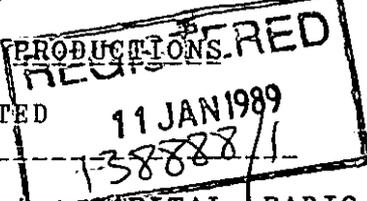
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CAPITAL RADIO PRODUCTIONS

LIMITED



1. The name of the Company is CAPITAL RADIO PRODUCTIONS LIMITED

2. The objects for which the Company is established are:-

(a) 1. To provide a local sound broadcasting service, independent radio service, marketing, public relations, production and ancillary services.

2. To carry on in Ireland or anywhere else in the world all or any of the business as following that is to say the business consultants and promoters of advertising and marketing in all media forms and to market and advertise in connection wherewith and obtain and deal with all commercial promotion, advertising and marketing sponsorship and to advertise on behalf of any commercial, governmental, or any other, person or firm or company by means of the use of a radio broadcasting and television broadcasting, and to collect and pay royalties and to be manufacturers, wholesalers, retailers, importers, exporters, agents and factors for all kinds radio and television broadcasting equipment of every description and for use in radio and television broadcasting studios and to have broadcast or televised both live and recorded material of all kinds and descriptions and for the purpose of the objects hereof to enter into all forms of binding legal agreements to enable the Company to carry on its business and to carry on any other trade or business whatsoever which can in opinion of the company be advantageously or conveniently be carried on by the company by way of extension of or in connection with any of such business as aforesaid or calculated directly or indirectly to develop any branch of the company's business or to increase the value of or to turn to account any of the company's assets, properties or rights, provided that nothing herein contained shall empower the Company to carry on the business of broadcasting except under the Licence of the Minister for Communication.

- (b) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly, to enhance the value of, or render more profitable any of the company's property.
- (c) To purchase, take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, any rights, privileges or easements over or in respect of any property and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (d) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.
- (e) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon and testing, and in improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire.
- (f) To acquire and 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 this 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give and 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.
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (h) To invest and deal with the monies of the Company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.
- (i) To lend and advance money or give credit to such person, firms or companies, and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become surety for any such person firms or companies.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the Minister for Industry and Commerce or other Authority for enabling the company to carry any of its objects into effect or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (m) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the company's objects, or any of them and to obtain from any such government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (n) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly to benefit this Company.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (p) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (r) To support and subscribe to any Charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the company, or to the wives, children or other relatives of such persons, to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company.
- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may see fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (u) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (v) To procure the Company to be registered or recognised in Great Britain, Northern Ireland and in any British dominion or dependence, and any foreign country or place.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects, or any of them.

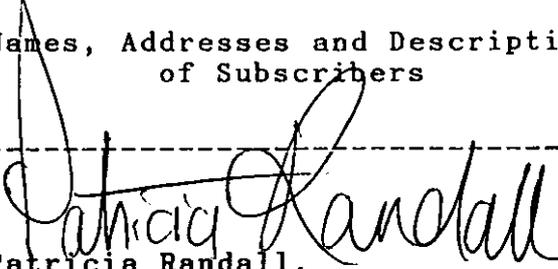
It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clause hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

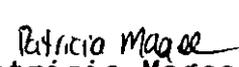
Provided always that the provisions of this Clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

3. The liability of the members is limited.
4. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1.00 each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

WE, the several persons whose names, addresses and description are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we 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
---	---

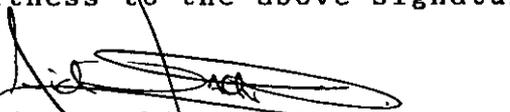
 Patricia Randall, 4, Carysfort Avenue, Blackrock, Co. Dublin. (Receptionist)	 One Share
--	--

 Patricia Magee, 4, Carysfort Avenue, Blackrock, Co. Dublin. (Asst. Accountant)	 One Share
---	---

Total Shares Taken	^{TWO} Two Shares
--------------------	------------------------------

Dated the 1st day of November 19 88

Witness to the above signatures:

 Aidan Larkin, 4, Carysfort Avenue, Blackrock, Co. Dublin. (Company Secretary)	
---	--

REGISTERED
11 JAN 1989
138888/1



COMPANIES ACTS, 1963 to 1986

COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

CAPITAL RADIO PRODUCTIONS LIMITED

PRELIMINARY

1. The regulations contained in Table A, Part 1, in the First Schedule of the Companies Act, 1963 (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, the regulations of Table A numbered 5,8,75,79,84,85,91,98,102,112,130,131, and 137 and the regulations in Part 11 of Table A, with the exception of Regulation 10, shall not apply to this Company; but in lieu thereof and in addition to the remaining regulations of Table A, the following shall be the regulations of the Company.
2. The Company shall be a private Company, and accordingly the following provisions shall have effect:
 - (a) No shares of debentures of the company shall be offered to the public for subscription.
 - (b) The number of the members of the Company (exclusive of persons who are 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 fifty.
 - (c) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.

SHARE CAPITAL AND SHARES

3. The share capital of the company is £1,000,000 divided into 1,000,000 shares of £1.00 each.

4. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof, and so soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the sale or disposal thereof.
5. The lien conferred by Regulation 11 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 of the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.
6. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer or shares; and Regulation 24 of Table A shall be modified accordingly.
7. Subject to the provision of Section 64 of the Act any Preference Shares may be issued upon the terms that they are, or at the option of the Company are, liable to be redeemed.

BORROWING POWERS

8. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of, or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or by the issue at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.
9. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company, and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, or any other person subject to such restriction as the Company in general meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETING

10. A general meeting may, with the written consent of all the members and the Auditors be convened by less than fourteen days' notice, and in such manner as the members may think fit, and Regulation 51 or Table A shall be modified accordingly.

VOTES OF MEMBERS

11. **The quorum** for the transaction of business at any general meeting shall **be two members** personally present and holding or representing by proxy **not less than one-tenth** of the share capital of the Company for the **time being issued**, and Regulation 54 of Table A shall be modified accordingly.
12. A poll shall be taken whenever directed by the Chairman or demanded by one or more members entitled to vote, and Regulation 59 of Table A shall be modified accordingly.

DIRECTORS

13. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.
14. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following annual general meeting, when he shall retire but shall be eligible for re-election.
16. A Director shall not require any share qualification.
17. A Director may not vote in respect of any contract, appointment or arrangement in which he is interested and he shall not be counted in the quorum present at the meeting.
18. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.
19. The quorum of Directors for transacting business shall, unless otherwise fixed, by the Directors, be two.

DISQUALIFICATION OF DIRECTORS

20. The office of a director shall be vacated:
- (a) If he becomes bankrupt or insolvent or compound with his creditors.
 - (b) If he becomes of unsound mind or be found lunatic.
 - (c) If he be convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending the same) unless the Directors otherwise determine.
 - (d) If he absent himself from the meetings of the Directors for a period of six calendar months without special leave of absence from the other Directors.
 - (e) If he gives the Directors one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office of profit under the Company (other than that of auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such a Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a Director, no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration.

MANAGING DIRECTOR

22. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money or issue debentures) that they may think fit. But the exercise of all such powers by the Managing Director shall be subject to such regulations and restrictions as the Director may from time to time impose, and the said powers may at any time be withdrawn, revoked or varied.

NOTICES

23. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Regulation 133 of Table A shall be modified accordingly.
24. A member who has no registered address in the Republic of Ireland, Northern Ireland, or Great Britain, and has not supplied to the Company an address within the Republic of Ireland, Northern Ireland or Great Britain for the giving of notices to him shall not be entitled to receive any notices from the Company.

CAPITALISATION OF PROFITS

25. The Company in general meeting may at any time pass a resolution declaring that any undivided profits of the Company (including any profits which have been carried to reserve) shall be capitalised and accordingly that the sum so directed to be capitalised be distributed as a bonus free of income tax amongst the holders of the ordinary shares in proportion to the ordinary shares held by them respectively, and that such sum shall be applied as a payment by and on behalf of the holders of the ordinary shares so becoming entitled respectively for or on account of such number of ordinary shares in the Company as shall be equal in nominal amount to the share of such sum so belonging and appropriated to them respectively, and that the Board be authorised to distribute amongst them the said shares in like proportions, and the same shall be accepted by such members accordingly.
26. When such resolution and a resolution providing for such increase (if any) in the capital of the Company as may be necessary for this purpose have been passed, the Board may allot and issue such number of ordinary shares credited as fully paid up as shall be equal in nominal amount to the sum capitalised under the provisions of the last preceding Article to the holders of the outstanding ordinary shares in satisfaction of the said bonus and as nearly as may be in proportion to the ordinary shares held by them respectively with full power to make such provisions by the issue of expedient for the case or fractions, and prior to such allotment the Board may authorise any person on behalf of the holders of such ordinary shares to enter into any agreement with the Company providing for the allotment to them of such shares credited as fully paid up, and in satisfaction as aforesaid, and any agreement made under such authority shall be effective.

WINDING UP

27. If the Company shall be wound up, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: first, in repaying to the members the amounts paid up or credited as paid up 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 that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

28. With the sanction of a special resolution of the members any part of the assets of the Company, including any shares in or securities of other companies, may be divided among the members of the Company in specie, or may be vested in trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.
29. The First Secretary of the Company shall be the person named in the statement delivered pursuant to Section 3 of the Companies (Amendment) Act 1982.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Patricia Randall
Patricia Randall
4, Carysfort Avenue,
Blackrock, Co. Dublin.
(Receptionist)

Patricia Magee
Patricia Magee
4, Carysfort Avenue,
Blackrock, Co. Dublin.
(Asst. Accountant)

Dated the *2nd* day of *December* 1988.

Witness to the above signatures:

Aidan Larkin
Aidan Larkin,
4, Carysfort Avenue,
Blackrock,
Co. Dublin.
(Company Secretary)