

1. The name of the special partnership is AUSTRALIAN ENCYCLOPAEDIA LIMITED AND COMPANY:

2. The names, addresses, occupations and capital contributions of the general and special partners are as set forth in the Schedule hereto.

3. The business of the partnership will be as follows:

- (a) To carry on at any place or places, either in New Zealand or elsewhere, all or any of the businesses of publisher marketer and distributor of books encyclopedias and other publications.
- (b) To purchase, lease, take on hire or bailment or by any other means acquire any real or personal property and any rights, licences, privileges, expertise, patents, copyrights, trademarks, concessions or easements which the partnership may think necessary or convenient for the purposes of its said business.
- (c) To manage, maintain, develop, use, turn to account, provide, exchange, mortgage, lease, licence, sell or otherwise deal with or dispose of all or any part of the property and rights of the partnership.
- (d) To carry out any business which may in the opinion of the general partner and the special partners be conveniently or profitably undertaken by the partnership whether or not such business shall be of a similar nature.

4. The principal place at which the business of the partnership will be conducted is the registered offices of AUSTRALIAN ENCYCLOPAEDIA LIMITED, which at the date of registration of the certificate are at 17 Albert Street, Auckland 1.

5. The partnership shall commence upon registration of this certificate of special partners in accordance to section 54 of the Partnership Act 1908 and shall terminate upon registration of certificate pursuant to section 62 of the said Act 1908 and shall terminate upon the expiration of 7 years from the date of registration of this certificate of special partnership, whichever is the sooner.

Dated this 18th day of June 1986.

SCHEDULE

<i>General Partner—</i>	<i>Capital</i>
<i>Name Address and Occupation</i>	<i>Contribution</i>
	<i>\$</i>

AUSTRALIAN ENCYCLOPAEDIA LIMITED, a duly incorporated company having its registered office at the offices of Arthur Young, Chartered Accountants, National Mutual Centre, 37-41 Shortland Street, Auckland 1	Nil
--	-----

The Common Seal of AUSTRALIAN ENCYCLOPAEDIA LIMITED was hereunto affixed in the presence of:

D. L. BATEMAN and M. G. FERRIS, Directors.

Acknowledged before me:

R. K. WRIGHT, Justice of the Peace.

Special Partners—

David Laurance Bateman, publisher and company director, "Sarum", Schnapper Rock Road, Albany	2,000
David Warwick Johnson, business consultant and company director, 115 Ngapuhi Road, Auckland 5	2,000

Signed by the said David Laurance Bateman and David Warwick Johnson in the presence of:

J. FERNER, Solicitor.

Acknowledged before me:

R. K. WRIGHT, Justice of the Peace.

4613

In the High Court of New Zealand S.P. No. 36/1986
Auckland Registry

IN THE MATTER of sections 51 and 54 of the Partnership Act 1908, and IN THE MATTER of ICENI INVESTMENTS LIMITED AND COMPANY:

It is hereby certified pursuant to section 51 of the Partnership Act 1908 ("the Act") that ICENI INVESTMENTS LIMITED AND COMPANY has been formed as a special partnership pursuant to Part II of the Act:

1. Names, addresses and capital contributions of the general partner and special partner:

<i>General Partner—</i>	<i>Capital</i>
<i>Name and Address</i>	<i>Contribution</i>
	<i>\$</i>
ICENI INVESTMENTS LIMITED, 133 Vincent Street, Auckland	Nil
<i>Special Partner—</i>	
Norman Joseph Goddard, 1B Bridgewater Road, Parnell, Auckland	1,000
Total	\$1,000

2. Partnership business—To establish and carry on in New Zealand and elsewhere the business of owning, breeding and racing thoroughbred bloodstock and to undertake or carry on any other activity or business.

3. Principal place of business—133 Vincent Street, Auckland.

4. Term of the partnership—The term of the partnership shall commence on the date of registration of this certificate in accordance with section 54 of the Act and shall end upon the sooner to occur of:

- (a) The registration of a certificate of dissolution pursuant to section 62 of the Act; or
- (b) The expiration of 7 years from the date of registration of this certificate or, if the term of the partnership will have been extended in accordance with sections 57 and 58 of the Act, then the expiration of the extended term.

Dated this 17th day of June 1986.

The Common Seal of ICENI INVESTMENTS LIMITED was hereunto affixed in the presence of:

N. J. GODDARD and G. W. ALLEN, Directors.

Signed by the said Norman Joseph Goddard.

Acknowledged by all the above signatories before:

R. L. WINTER, Justice of the Peace.

4549 1c

In the High Court of New Zealand S.P. No. 37/1986
Auckland Registry

IN THE MATTER of sections 51 and 54 of the Partnership Act 1908, and IN THE MATTER of CAELUM INVESTMENTS LIMITED AND COMPANY:

It is hereby certified pursuant to section 51 of the Partnership Act 1908 ("the Act") that CAELUM INVESTMENTS LIMITED AND COMPANY has been formed as a special partnership pursuant to Part II of the Act:

1. Names, addresses and capital contributions of the general partner and special partner:

<i>General Partner—</i>	<i>Capital</i>
<i>Name and Address</i>	<i>Contribution</i>
	<i>\$</i>
CAELUM INVESTMENTS LIMITED, 133 Vincent Street, Auckland	Nil
<i>Special Partner—</i>	
Norman Joseph Goddard, 1B Bridgewater Road, Parnell, Auckland	1,000
Total	\$1,000

2. Partnership business—To establish and carry on in New Zealand and elsewhere the business of owning, breeding and racing thoroughbred bloodstock and to undertake or carry on any other activity or business.

3. Principal place of business—133 Vincent Street, Auckland.

4. Term of the partnership—The term of the partnership shall commence on the date of registration of this certificate in accordance with section 54 of the Act and shall end upon the sooner to occur of:

- (a) The registration of a certificate of dissolution pursuant to section 62 of the Act; or