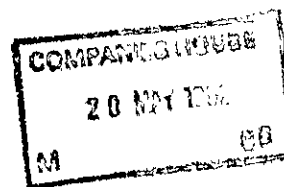


Company No. 259661



WARNER BROS. DISTRIBUTORS LIMITED
(the "Company")

The following ordinary resolutions of Warner Bros. Distributors Limited were duly passed at an extraordinary general meeting of the Company held on 1st May 1992.

1. That the share capital of the Company be increased from £1000 to £1100 by the creation of 100 new ordinary shares of £1 each having the same rights and being subject to the same restrictions as the existing issued ordinary shares of the Company.
2. That the directors of the Company be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal value of £100, such authority to expire on the fifth anniversary of the date of the passing of this resolution, save that the directors may make an offer or an agreement before the expiry of the five year period referred to above which would or might require relevant securities to be allotted after such expiry.

Dated: 1 / May / 1992


.....
DIRECTOR/SECRETARY



Company Number 259661

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

WARNER BROS DISTRIBUTORS LIMITED*

1. The Company's name is "Warner Bros Distributors Limited"*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - 3.1 To carry on the business of cinematograph film producers manufacturers traders renters and distributors and to manufacture produce hire buy sell or let on hire deal with dispose of cinematograph films and lantern slides projectors lenses and all kinds of accessories utensils articles and effects of every description used in or in connection with the production of cinematograph pictures and picture halls and to carry on acquire hold sell deal in and dispose

* The Company was incorporated with the name First National Film Distributors Limited which name was changed to Warner Bros. Seven Arts Distributors Limited on 22 March 1968 which name was changed to present name on 31 March 1970.

of any shares and other securities of any Company formed for these businesses in any part of the world.

- 3.2 To carry on the business or businesses of agents, theatrical agents, producers of theatrical plays, operas, musical plays and public performances and amusements of all kinds and of film studio, talking film studios, television studios, gramophone, phonograph or electrical and sound-recording studio, dancing room, assembly room, roller and other skating rink, circus, fair and exhibition proprietors and to enter into any arrangement for the management and control of any such business or businesses, and for the supply of all plays, films, artistes, performers, materials and things connected therewith.
- 3.3 To carry on in the United Kingdom or elsewhere the business or businesses of proprietors, Managers, Lessees or occupiers of theatres, opera houses, music halls, talking or silent picture, cinematograph or animated picture studios or theatres and concert halls and places of entertainment generally and to provide for the production, representation and performance by films or otherwise of dramas, plays, operettas, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces and moving pictures of all kinds promenade and other concerts and other musical and dramatic performances and entertainments.
- 3.4 To carry on the business of scenic artistes, art decorators, contractors for the supply of scenery and the erection and fitting up of temporary or permanent stages, theatres or halls.
- 3.5 To manufacture, buy, sell and deal in costumes, dresses, footwear and other articles of personal apparel, stage scenery, furniture, fittings and effects, and to supply any such goods and any other

articles and effects that may be required in connection therewith on hire for any purpose and upon such terms as may be thought expedient.

- 3.6 To purchase, acquire, exercise, sell or otherwise deal with copyrights, rights of production or representation, licences and privileges of any sort and to employ persons to write, compose or invent plays, spectacular pieces, cinematograph productions, sketches, songs, interlogues, prologues, epilogues, poetry, music and dances and to remunerate such person or persons, and to print, publish or cause to be printed or published any play, film, song, poem, music or words of which the Company has a copyright or right to publish and to sell, distribute and deal with any matter so printed as the Company may think fit, and to grant licences or rights in respect of any property of the Company or any other person or persons, firm or company, and to enter into agreements with authors or other persons for the representation of spectacular pieces, cinematograph productions, musical compositions, plays, and other dramatic, musical and equestrian entertainments in the United Kingdom and elsewhere, as well as for the foreign, colonial and American rights.
- 3.7 To carry on the business of restaurant keepers, wine, beer and spirit merchants (wholesale and retail), licensed victuallers and hotel proprietors, tobacconists, manufacturers and vendors of mineral waters and provisions, and of refreshment contractors generally, costumiers, box office keepers, dramatic and musical publishers and printers and advertising agents and contractors, and to buy, sell, import, produce, manufacture and deal, both wholesale and retail, in anything capable of being used in any such business.

- 3.8 To make arrangements for and procure to be carried on games, sports, pastimes, recreations, amusements, displays, feats of skill and other entertainments, to have cinematograph and other similar photographic reproductions made thereof for the purpose of providing exhibits of pictorial shows, spectacular performances and other pictures or similar representations of events, either real or imaginary.
- 3.9 To provide, manage, conduct and show mechanical, musical, artistic and other inventions, machinery, instruments and arrangements including such arrangements as may be required for showing pictures of all kinds upon screens or other objects for the purposes of entertainment, amusement or instruction, and all other mechanical, musical, artistic and other instruments, devices and arrangements and effects of all kinds for the purposes of entertainment, amusement or instruction as the Company shall require.
- 3.10 To buy, sell, hire, manufacture, produce, exploit, repair, let on hire, alter, improve or otherwise deal with or trade in cinematographic and other films, and all kinds of apparatus, machines, goods, effects, articles and things capable of being in connection with any of the businesses authorised to be carried on by the Company.
- 3.11 To carry on the business of mechanical and electrical engineers, suppliers and transmitters of electricity and electrical energy of all kinds, whether for lighting, heating, transmission of power or telegraphic and telephonic or other purposes.
- 3.12 To purchase, take or lease or otherwise acquire, hold, sell, exchange, turn to account, dispose of and deal in real and personal property and effects of all kinds, and in connection with any of the objects of

the Company to acquire and deal in options and contracts for the purchase, leasing or otherwise dealing with any such real and personal property, land or hereditaments.

- 3.13 To develop and turn to account any land and other property, and in particular to lay out and prepare the same for building purposes, and to build, construct, maintain, alter, enlarge, pull down and remove or replace any premises thereon, and to clear sites for the same or to join with or assist any person, firm or company in doing any of the things aforesaid, and to undertake, manage, control and conduct the same or join with others in so doing.
- 3.14 To carry on the business of contractors for the building and erection of premises and buildings of any description whatsoever, and to construct, execute, carry out, equip, improve, erect, develop, administer, manage or control public and other erections of all kinds and to apply for, purchase or otherwise acquire any contract or concessions for or in relation to the construction, execution, carrying out, equipment and improvement of any such works as aforesaid.
- 3.15 To carry on the business of merchants, manufacturers, commission agents, general and special agents, and representation of any other company, firm or person in any part of the world. To undertake and execute any trusts or agencies, either special or general the undertaking whereof may seem desirable, upon such terms and conditions and either gratuitously or otherwise as may seem expedient.
- 3.16 To undertake and carry on any business transaction or operation undertaken or carried on by financiers, promoters of companies, bankers, underwriters, concessionaire, capitalists, or merchants, and in

particular to form, constitute, float, lend money to, assist and control any companies, whether subsidiary to this Company or otherwise, and whether having similar objects to this Company or not.

- 3.17 To guarantee the payment of money secured by or payable under or in respect of debenture bonds, debenture stock, contracts, mortgages, charges, obligations and securities of any company, or of any persons whomsoever, whether corporate, or incorporate, and to effect insurances against loss of moneys, principal and interest, lent, invested or secured on mortgages, debentures, deposits, and loans of every kind to banking, property, investment or financial companies at home or abroad, but no business of any of the classes specified in Section I of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923, nor the Road Traffic Act, 1930, shall be carried on by the Company, nor the re-insurance of any risks under any class of assurance business to which these Acts apply.
- 3.18 To enter into any guarantees, undertaking or arrangement, and to assume any liability as to guarantee of profits or providing against losses in connection with any business or undertaking in which the Company may from time to time be concerned in such manner as the Company may think fit, and either for or without remuneration or valuable consideration or profit.
- 3.19 To furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege, or in relation to the carrying out of any contract, concession, decree or enactment.

- 3.20 To join any salvage or protection association or committee, whether mutual or otherwise, in any way connected with any of the objects of the Company.
- 3.21 To purchase and acquire any inventions or secret processes and to apply for, purchase, or otherwise acquire any patents, patent rights, brevets d'invention, privileges, concessions and advantages, and all licences or other rights in connection with, and improvements, extensions and modifications of the same, and to experiment with, work, use, carry on and deal with the same, and in any such capacities to grant any licences or sub-licences, at royalties or otherwise, for the sale or exercise of any invention, patent right or privilege of the Company, and to protect and extend, and to sell any such inventions, patents rights or privileges, and generally to do all such acts and things as may be deemed expedient for turning to the fullest account the business, inventions, patents, licences and privileges in which the Company is or may be interested.
- 3.22 To purchase or otherwise acquire and undertake the whole or any part of the business, property, assets and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- 3.23 To act jointly by amalgamation, combination, federation or otherwise, and to co-operate with any other association, company or persons in furtherance of the objects of the Company, and to enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in or formed or about to carry on or engage in, any business or

transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to benefit directly or indirectly this Company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidise or otherwise assist any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities.

- 3.24 To promote any other company for the purpose of acquiring all or any part of the undertaking, business, property, assets and liabilities of this Company, or for any other purposes which may seem calculated, directly or indirectly, to benefit this Company.
- 3.25 To take and otherwise acquire and hold shares in securities of any other company.
- 3.26 To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such manner as may from time to time be determined.
- 3.27 To obtain from any government or other authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, comply with, and exercise any such rights, privileges and concessions.
- 3.28 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly, to enhance the value of or render more profitable any of the Company's property.
- 3.29 To establish, support, subscribe to, or and in the establishment and support of institutions,

associations, clubs, societies, exhibitions, funds, and trusts for the benefit of employees or ex-employees of the Company, or persons in any way connected with the business of the Company, or the dependents or connections of such persons, and to grant pensions and allowances and make payments towards insurance against accident or loss of life and to subscribe or guarantee money for charitable or benevolent objects.

- 3.30 To sell, lease, demise, dispose of, or otherwise deal with all or any part of the undertaking, business, property, and assets of the Company to any person or persons or company for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- 3.31 To distribute any of the property of the Company among the Members in specie.
- 3.32 To borrow or raise money in such manner and on such terms as the Company shall think fit, and to secure the repayment thereof by mortgaging or hypothecating the Company's undertaking, property and assets, or any part thereof, and in particular by the issue and re-issue of any debentures or debenture stock (perpetual or otherwise) charged upon or secured by an assignment of all or any of the Company's property both present and future, including its uncalled capital.
- 3.33 To make, accept, endorse, execute and issue promissory notes, bill of exchange, debentures, and other negotiable or transferable instruments.
- 3.34 To advance, deposit or lend money, securities, and property to any company, partnership, person or

association, with or without security, and upon such terms as may be deemed expedient, and in particular to customers of and persons having dealings with the Company, and to give any guarantee or indemnity that may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferrable securities or documents, and to receive money on deposit at interest or otherwise, or valuables, and to transact any of the business of a banker which may seem to the Company expedient.

- 3.35 To remunerate any parties for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business.
- 3.36 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.37 To apply at the cost of the Company for and to procure any Parliamentary Powers or Provisional Orders or licences from the Board of Trade or other central or local authority to extend the Company's powers, or to assist it to carry out anything within the objects of the Company, or for the dissolution of the Company, and the incorporation of a new company with all or any of the objects of this Company or otherwise.

- 3.38 To contract to do, to perform and carry into effect all or any of the above-mentioned things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and either in the United Kingdom or elsewhere.
- 3.39 To procure the Company to be incorporated, registered, domiciled, or recognised in any foreign country or place, and for that purpose to alter the name thereof if required by the laws of such country.
- 3.40 To do all such other things as are or may be thought to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any syndicate, partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of the clause shall, except where otherwise explained in such paragraph, be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. **The share capital of the Company is £1100 divided into 1100 ordinary shares of £1 each. The Company has power to increase or reduce the capital and any shares in the original or any increased capital may be divided into several classes and there may be attached thereto

** The Company was incorporated with an authorised share capital of £1,000 divided into 1,000 shares of £1 each which was increased to £1100 divided into 1100 shares of £1 each pursuant to a Special Resolution dated 1st May 1992.

respectively any preferential deferred or other special rights, privileges, conditions or restrictions and the same may be issued subject to any special rights or subject to any restrictions.

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 AND ADDRESSES OF SUBSCRIBERS

HENRY JAMES FELLOWS
Nor-Cot
Brompton Grove
Kenton
Middlesex

One (1) Share

Clerk

WILLIAM DRUMMIT
4 Park Avenue North
Hornsey
London N8

One (1) Share

Clerk

Dated 12 October 1931

WITNESS to the above signatures:-

ERIC JOHN FLETCHER
3 Grays Inn Place
London

Solicitor