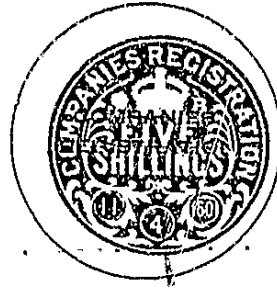


THE COMPANIES ACT, 1948.

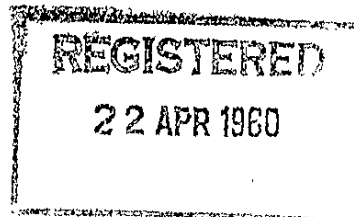


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY.....

WOLLAZCH & DISTRICT TRADERS TELEVISION RELAY LIMITED.

C. AT. No. C.F. 41.

P 130, 5510(c)(L)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by



600523
I, ROWLAND JOHN MUNDAY,

of 9/11 Gopthall Avenue, London E.C.2.

DO solemnly and sincerely declare that I am (a) ~~[a Solicitor of the Supreme Court engaged in the formation]~~ [a person named in the Articles of Association as a Director/Secretary],

of

WOOLWICH & DISTRICT TRADERS TELEVISION RELAY LIMITED,


And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company 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 provisions of the "Statutory Declarations Act, 1835."

Declared at 69/71 Murgall
in the City of London

the 1st day of April

One thousand nine hundred and Eighty

before me,



A Commissioner for Oaths (b)



NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorized to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

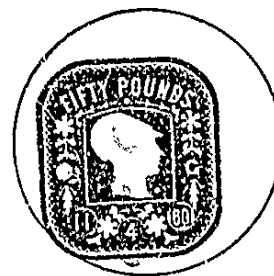
This margin to be reserved for binding.

NO. OF COMPANY.....

657093 | 2

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100 — Sec. 41, Finance Act, 1933.)



NAME OF

COMPANY.....

WOOLWICH & DISTRICT TRADERS TELEVISION RELAY..... LIMITED.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

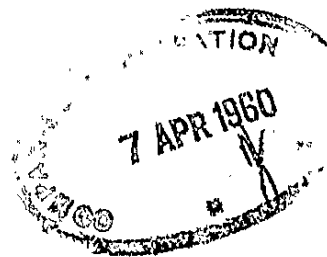
CAT. No. C.A. 25.

S1152(x)L

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration by



800722

The Nominal Capital

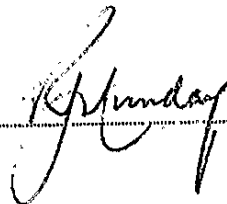
of

WOOLWICH & DISTRICT TRADERS TELEVISION RELAY LIMITED,

is £ 10,000, divided into 10,000 shares of £ 1

each.

Signature



Description Director

Date 31st day of March, 1960

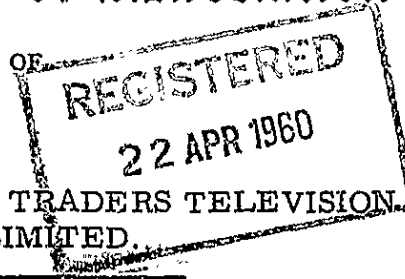
This margin is reserved for binding, and must not be written across



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association



WOOLWICH & DISTRICT TRADERS TELEVISION
RELAY LIMITED.



1. The name of the Company is "WOOLWICH & DISTRICT TRADERS TELEVISION RELAY LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To construct, erect, establish, set up and maintain a master aerial, signal stations and all stations for the reception or distribution of television or radio signals or waves, and to receive, transmit, relay, distribute or otherwise conduct television or radio signals or programmes, and for that purpose to construct, erect and lay down all buildings, pipes, cables, wires, aerials, plant, machinery, works, apparatus and things which may be necessary or convenient.
 - (b) To carry on business as manufacturers, installers and repairers of, agents for the sale of, and dealers in television and radio sets, accessories and apparatus, artificial lighting apparatus, electrical fittings, appliances, apparatus and accessories, sound making, recording, reproducing and amplifying machines and instruments, scientific apparatus and instruments, musical instruments, furniture and furnishings, sports goods, and fancy goods; and to purchase, sell, either for cash, on a deferred payment system or otherwise, take or let on hire and otherwise deal in every kind of accessory, commodity, article or thing used in connection with any of the said businesses, or deemed likely to be required by any of the customers of the Company.
 - (c) To carry on business as radio and television engineers, sound acoustic engineers, electrical engineers, and general engineers, general electrical installation contractors, lighting specialists and contractors, mechanical engineers, glass makers, potters, woodworkers, carriers and haulage contractors.



- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof 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.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

(20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

(21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

(22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.

(24) To distribute any of the property of the Company among its Members in specie.

(25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000, divided into 10,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act, 1948.

WE, the several persons whose Names and Addresses 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.	No. of Shares taken by each Subscriber.
<p><i>R. J. Munday</i> (R.J. MUNDAY) 9/11 Grafton Avenue London EC2 Chartered Accountant</p> <p><i>J. E. Sargent</i> (J.E. SARGENT) 29, West-IRWE CHEAM, CLARK SURREY</p>	<p>One</p> <p>one</p>
TOTAL SHARES TAKEN.	Two

Dated this 31st day of March 1960

Witness to the above Signatures:-

S. Carr, (S. CARR)
16a Tugley Road,
Biford, Essex.

Secretary.



The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

WOOLWICH & DISTRICT TRADERS TELEVISION
RELAY LIMITED.

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company.

2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

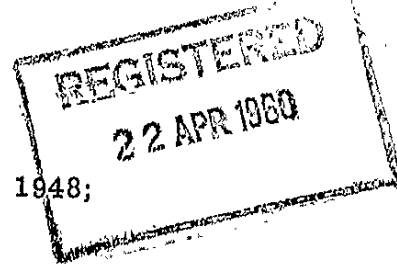
"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly:-

(a) The right to transfer Shares is restricted in the manner hereinafter prescribed;

(b) The number of members of the Company is limited to fifty, 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, provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;

- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation or otherwise;
- (d) The Company shall not have the power to issue Share Warrants to bearer;

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

26. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS.

27. (a) The number of the Directors of the Company shall be not less than two or more than seven. The first Directors shall be:-

Rembrandt John Oscar Russell,
John William Mortlock and
Rowland John Munday.

(b) Regulations 76 to 78, inclusive, of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. (a) A Director may vote and be counted in the quorum at any meeting of the Directors in respect of any contract or proposed contract or arrangement with the Company whether or not such Director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4) and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

31A. The office of Director shall be vacated if the Director:-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. (a) The quorum necessary for the transaction of business at a Board Meeting of the Directors shall be two until otherwise determined by the Directors.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

35. Regulations 107 to 109, inclusive, of Table A shall apply.

SECRETARY.

36. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

40. Regulations 128 and 129 of Table A shall apply.

AUDIT.

41. Regulation 130 of Table A shall apply.

NOTICES.

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

43. Regulation 135 of Table A shall apply.

INDEMNITY.

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

K. Munday
 9/11 Bopthall Avenue
 London EC2
 Chartered Accountant

J. H. Sargent
 29, West Drive
 Chesham.
 Clark Surrey

Dated this 31st day of March 1960

Witness to the above Signatures:-

S. Cass,
 16a Ingleby Road,
 Guildford, Surrey.

No. C. 173

DUPLICATE FOR THE FILE

No. 657093



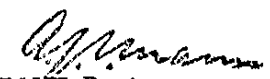
Certificate of Incorporation

I Hereby Certify, that

WOOLWICH & DISTRICT TRADERS TELEVISION RELAY LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-second day of
April One Thousand Nine Hundred and Sixty.


ASSISTANT Registrar of Companies.

Certificate
received by }

Date 22/4/60

Number of
Company

657093

THE STAMP ACT 1891

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

WOOLWICH & DISTRICT TRADERS

TELEVISION RELAY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Presenter's Reference...PG/23/ARW

Norton, Rose, Botterell & Roche,

Kempson House, Camomile Street,

Bishopsgate, London, E.C.2.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.

1-1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
25 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

WOOLWICH & DISTRICT TRADERS

TELEVISION RELAY

Limited

has by a Resolution of the Company dated

9th July 19⁶⁹ been increased by

the addition thereto of the sum of £ 500

divided into :—

10,000 Shares of 1/- each

Shares of each

beyond the registered Capital of £10,000

Signature

R. Peeling

(State whether Director or Secretary) DIRECTOR

Dated the 28th day of July 19⁶⁹

Note—This margin is reserved for binding and must not be written across

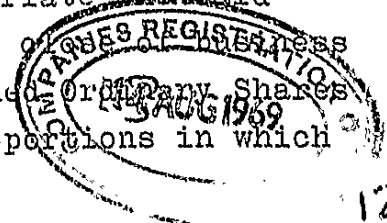
THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF
WOOLWICH & DISTRICT TRADERS
TELEVISION RELAY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 29 Plumstead Road, Woolwich, London, S.E.18 on 9th July, 1969 the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

- That
- (1) the capital of the Company be increased to £10,500 by the creation of 10,000 new Ordinary Shares of 1s. each;
 - (2) forthwith upon the allotment of 10,000 Ordinary Shares of 1s. each pursuant to paragraph (4) of this Resolution, each of the 10,000 Ordinary Shares of £1 each in the capital of the Company be converted into one 6 per cent. Cumulative Preference Share of £1 each the holders whereof shall be entitled to the rights conferred by the Articles of Association of the Company to be adopted pursuant to paragraph (3) of this Resolution;
 - (3) the regulations contained in the printed document produced to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association thereof;
 - (4) upon the recommendation of the Directors, it is desirable to capitalise the sum of £500 (being part of the amount standing to the credit of the Profit and Loss Account) and accordingly that the Directors be authorised and directed to appropriate the said sum to the holders registered at the close of business on 8th July, 1969 of the 10,000 issued Ordinary Shares of £1 each of the Company in the proportions in which

Herbert Smith & Co.



such sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such sum on their behalf in paying up in full 10,000 unissued Ordinary Shares of 1s. each to be allotted and distributed, credited as fully paid, to and among the said holders in the proportions aforesaid

X *R. Peel* X

CHAIRMAN

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WOOLWICH & DISTRICT TRADERS TELEVISION
RELAY LIMITED

(Adopted by Special Resolution passed on 9th July 1969)

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by Part III of the Eighth Schedule to the Companies Act 1967 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 3, 75, 77, 89 to 97 (inclusive) and 106 in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The share capital of the Company is £10,500 divided into 10,000 6 per cent Cumulative Preference Shares of £1 each and 10,000 Ordinary Shares of 1s each. The respective rights attaching to the Preference Shares and Ordinary Shares are as follows :-

- (A) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be applied, first, in paying to the holders of the Preference Shares a fixed cumulative dividend at the rate of 6 per cent per annum on the amounts paid up on the Preference Shares held by them respectively, and the balance of the said profits shall be distributed among the holders of the Ordinary Shares according to the amounts paid up on the Ordinary Shares held by them respectively.
- (B) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company to be returned shall be applied, first, in repaying to the holders of the Preference Shares the amounts paid up on such shares (together with a sum equal to any arrears or deficiency of the fixed dividend thereon calculated down to the date of the return of capital and to be payable irrespective of whether such dividend has been declared or earned or not) and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the nominal amounts of the Ordinary Shares held by them respectively.

4. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a

Hebert Smith & Co.

X

show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not himself being a member, shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of preference or ordinary capital of which he is the holder: provided that the Preference Shares shall not entitle the holders to receive notice of or attend or vote at any General Meeting unless at the date of the notice convening the meeting the dividend on the Preference Shares is six months or more in arrear, and so that for this purpose such dividend shall be deemed to be payable half-yearly on 30th June and 31st December in every year.

5. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

6. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

7. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

8. The Directors shall have power at any time, and from time to time, to appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors.

9. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office, provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

10. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

12. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all

occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same and shall take effect on delivery to the registered office of the Company. The remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

13. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

14. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

15. A Director (including an alternate Director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

16. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.


CHAIRMAN

Number of } 657093
Company }



THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

Insert the
Name
of the
Company {
WOOLWICH & DISTRICT TRADERS
TELEVISION RELAY
LIMITED

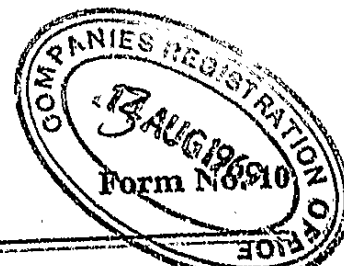
NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

Presented by

Norton, Rose, Botterell & Roche,
Kempson House, Camomile Street,
Bishopsgate, London, E.C.3.

Presentor's Reference PG/23/ARW



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
and 14-22 Renfrew Court, Glasgow, C.2.

To THE REGISTRAR OF COMPANIES,

WOOLWICH & DISTRICT TRADERS

TELEVISION RELAY

*"Ordinary",
* "E x t r a -
ordinary", or
* "Special".

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act 1948, that by a * SPECIAL

Resolution of the Company dated the 9th day of JULY, 1969

the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 500 beyond the registered capital
of £ 10,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
10,000	Ordinary	1/-

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

Before the new Shares were allotted the existing 10,000 £1 Ordinary Shares of the Company were converted into 6% Cumulative Preference Shares of £1 each and the holders of the new Shares will not in any financial year be entitled to any dividend until the holders of the Preference Shares have received a dividend of 6% plus any arrears. On a winding up surplus assets will be distributed to the holders of the Preference Shares to the extent of the amount paid up on their shares before any distribution is made to the holders of the new Shares. Save as aforesaid the Preference Shares carry no rights to participate in the income or capital of the Company, and the holders are entitled to vote at General Meetings only if their fixed dividend is six months or more in arrear at the date of the notice convening the Meeting. The holders of the new Shares are entitled at all General Meetings to one vote for every £1 in nominal amount of new Shares held by them.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

R. P. King

State whether Director
or Secretary

DIRECTOR

Dated the 9th day of July, 1969

Note.—This margin is reserved for binding and must not be written across

38
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WOOLWICH & DISTRICT TRADERS
TELEVISION RELAY LIMITED

At an Extraordinary General Meeting of the Company
duly convened and held on November 20th 1970 the
following Resolution was duly passed as a Special
Resolution :-

SPECIAL RESOLUTION

"THAT with the approval of the Board of Trade
the name of the Company be changed to
Greenwich Cablevision Limited."



CHAIRMAN.

Hebert Smith & Co.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 657093

39

I hereby certify that

WOOLWICH & DISTRICT TRADERS TELEVISION RELAY LIMITED

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

GREENWICH CABLEVISION LIMITED

Given under my hand at London the **8TH DECEMBER 1970.**


(F.L. KNIGHT)
Assistant Registrar of Companies

No. of Company 657093

Form No. 28
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of consolidation, division, sub-division or conversion into stock of shares

Pursuant to Section 62 of the Companies Act 1948

Notice of consolidation, division, sub-division, or conversion into stock of shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act, 1948).

To the Registrar of Companies

Name of Company WOOLWICH & DISTRICT TRADERS TELEVISION RELAY
(now known as Greenwich Cablevision Limited) Limited

hereby gives you notice, in accordance with Section 62 of the Companies Act 1948 that:

At an Extraordinary General Meeting of the above-named Company held at 29 Plumstead Road, London, S.E.18 on Wednesday the 14th day of October 1970 the following resolution was proposed and passed as an Ordinary Resolution:

RESOLUTION

That every twenty of the 10,000 Ordinary Shares of 1s. each in the capital of the Company be consolidated into one Ordinary Share of £1.

Signed

State whether
Director or Secretary

Director

*Delete "Limited" if not applicable

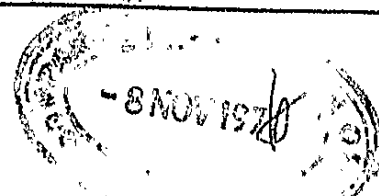
Date 3/11/71

Presented by:

Herbert Smith & Co.,
62 London Wall,
London, EC2R 7JP

Presenter's reference:

C17



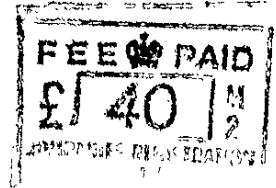
Number of Company:657093.....

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1980

[COPY]

special resolution(s)

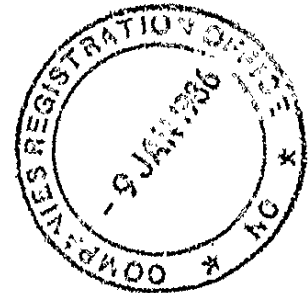


of GREENWICH CABLEVISION Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 88 GOLDEN LANE LONDON EC1Y 0UA

on the 23rd day of December 1985,

the following SPECIAL RESOLUTION(S) was/were duly passed:— that the name of the Company be and it is hereby changed to Greenwich Cablevision Limited.



Ugds
£160 (4)
712461

[Signature]

NOTES.

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Printed & Supplied by
Jordan & Sons Limited Company Formulators and Instrument Services Stationers and Printers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone: 01 253 3030 Telex 261010

FILE COPY



CERTIFICATE OF INCORPORATION

CN CHANGE OF NAME

No.

657093

/ S F

I hereby certify that

ORPHEUS CARLEVISION LIMITED

having by special resolution changed its name, is now

incorporated under the name of

ORPHEUS PRODUCTIONS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

1924 JANUARY 1986

D. M. Wilkie
MRS. D. M. WILKIE

an authorised officer



CLARK WHITEHILL

Chartered Accountants
25 New Street Square London EC4A 3LN
Telephone 01-353 1577

657093

Our Ref : 23/G0443/SP/km/D-M-11

The Directors
Greenwich Cablescene Limited
62 Beresford Street
Woolwich
London SE18 6BG

10th August 1989

Dear Sir

We hereby tender our resignation as auditors to the company with effect from 31 July 1989.

For the purpose of section 390(2) Companies Act 1985, we confirm that we are not aware of any circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

May we point out that section 390(3) Companies Act 1985 requires that a copy of this notice must be sent by you within fourteen days of receipt to the Registrar of Companies.

Yours faithfully

Clark Whitehill

cc A M Harris

Telex 887422 Facsimile 01-583 1720 DX 0014 London Chancery Lane

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.
A list of partner's names is available at the above address. Offices and associated firms throughout UK and Europe.
A member firm of Clark Kenneth Leventhal an International Association.

Company No: 657093

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

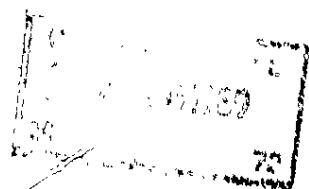
GREENWICH CABLESCENE LIMITED

(PASSED ON 10TH AUGUST 1989)

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 36 Eider Street London E1 6BT the following Resolutions were passed as Ordinary Resolutions of the Company:-

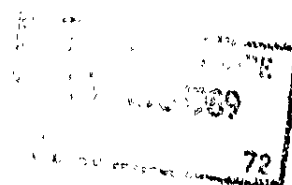
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £1,317,451 by the creation of a further 1,306,951 Ordinary Shares of £1.00 each.
2. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this



1940C

CHAIRMAN



G**COMPANIES FORM No. 123****Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

--	--	--	--

657093

Name of company

*Insert full name
of company

* GREENWICH CABLESCENE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 10th August 1989 the nominal capital of the company has been
increased by £ 1,306,951 beyond the registered capital of £ 10,500.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: to rank pari passu with
existing Ordinary Shares.

Please tick here if
continued overleaf☐For and on behalf of
Gray's Inn Secretaries Limited

Signed

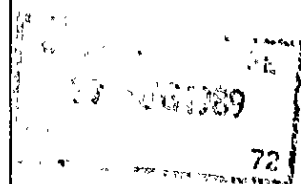
Designation: *Secretary*Date *15.8.89*Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate..... DIRECTOR/
AUTHORISED SIGNATORYPresentor's name, address and
reference (if any): ABS/RCHS

Denton Hall Burgin & Warrens
Five Chancery Lane
Clifford's Inn
LONDON EC4A 1BU

For official use

General section

Post room

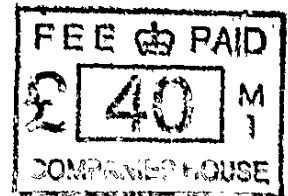


The Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
4.87 BM
5017157

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



of


GREENWICH CABLESCENE LIMITED

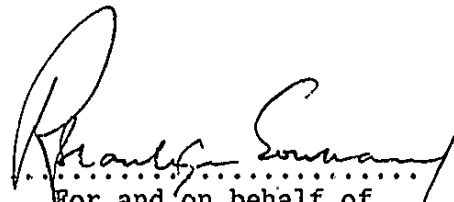
Dated 8th November 1989

WE, the undersigned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolution be adopted as a Special Resolution of the Company:

"That the name of the Company be changed to
VIDEOTRON LONDON LIMITED"

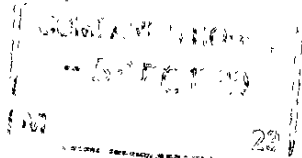
15/12/89 DB


.....
For and on behalf of
Videotron Corporation Limited


.....
For and on behalf of
Videotron Corporation Limited and Robin Gwilland

5056B




Roy BGS cut £40
037721

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 657093

I hereby certify that

GREENWICH CABLESCENE LIMITED

having by special resolution changed its name,
is now incorporated under the name of

VIDEOTRON LONDON LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 15 DECEMBER 1989

M. Rose
M. ROSE

an authorised officer

NO OF COMPANY:657093



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

VIDEOTRON LONDON LIMITED

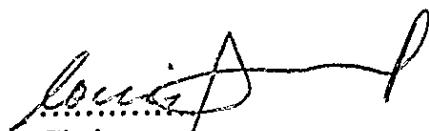
Passed on 1 April 1992

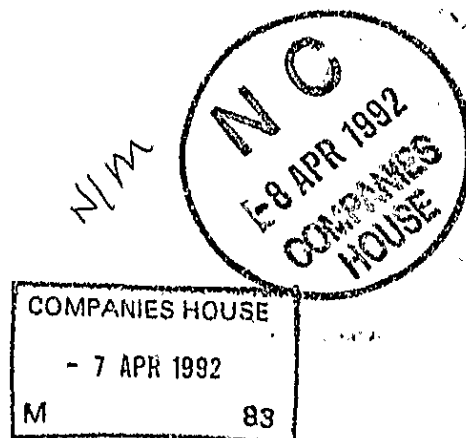
At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held at 11-29 Belmont Hill, Lewisham, London SE13 5AU on the 1st day of April 1992 the subjoined SPECIAL RESOLUTION was duly passed viz:

SPECIAL RESOLUTION

THAT:-

the name of the company be and is hereby changed to
VIDEOTRON SOUTH LONDON LIMITED


Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 657093

I hereby certify that

VIDEOTRON LONDON LIMITED

having by special resolution changed its name,
is now incorporated under the name of

VIDEOTRON SOUTH LONDON LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 APRIL 1992


A. F. FLETCHER

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
VIDEOTRON CORPORATION LIMITED

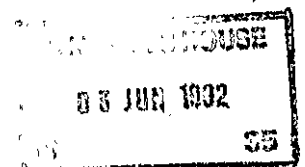
At an Extraordinary General Meeting of the Company duly held at 59-67 Gresham Street, London, EC2V 7JA, on 23 December, 1991 the following Resolutions 1 to 6 were passed as Special Resolutions and Resolutions 7 and 8 were passed as Ordinary Resolutions and Resolution 6 was passed by at least eighty per cent. of the shareholders of the Company present and entitled to vote:-

SPECIAL RESOLUTIONS

1 "THAT the definition of "the Shares" in Article 3 of the Articles of Association of the Company be replaced by : "means the authorised 'A' Shares, 'B' Shares, 'C' Shares, 'D' Shares and undesignated ordinary shares of £1 each in the capital of the Company;".

2 THAT Article 7 of the Articles of Association of the Company shall be replaced with the following:-

"The Company may from time to time by ordinary resolution increase its share capital by such sum to be divided into Shares of such amount as the resolution shall prescribe and cancel any Shares which, at the date of the passing of the resolution to cancel them,



have not been taken or agreed to be taken by any person and diminish the amount of the Company's share capital by the amount of the Shares so cancelled."

3 THAT Article 8 of the Articles of Association of the Company shall be amended to the following:-

"Unissued undesignated Shares shall be designated 'A' Shares, 'B' Shares, 'C' Shares or 'D' Shares on issue and, subject always to Articles 18 and 19, such new Shares of each class shall be offered to Members holding that class of Shares only ("the Relevant Class") and no such offer shall be made unless an offer is made simultaneously to all Members of each class of a pro rata number of Shares on identical terms, so that the numbers of Shares of each class offered to the Members of that class shall be in the same proportion to each other as the numbers of Shares of each class already issued bear to each other. Each such offer of Shares shall be made by notice from the Directors specifying the number, price and terms of payment of the Shares on offer and shall invite each Member to state in writing whether he is willing to take any and if so what maximum number of:-

(a) the Shares on offer of the Relevant Class; and

(b) the Shares on offer of the classes other than the Relevant Class;

within the period of fourteen (14) days unless the value of the Shares offered in the aggregate is more than Five Million Pounds (£5,000,000), in which case the period shall be thirty (30) days."

4 THAT:-

(a) the provisions of Article 18 of the Articles of Association of the Company be disapplied to the extent necessary to permit allotments of Shares to be made pursuant to an Indemnity, Fee and

Election Agreement to be entered into by the Company shortly after the passing of this Resolution with, inter alia, the terms (subject to such amendment as the Directors of the Company may agree) set out in the Schedule to this Notice ("the Agreement"); and

(b) the provisions of Article 21 of the Articles of Association of the Company be disapplied to the extent necessary to permit the Guarantors (as defined in the Agreement) and their subsidiaries or other nominees which hold Shares in the Company to encumber the Shares which they hold from time to time (whether by way of pledge, mortgage, charge or any other form of security) in favour of any other Guarantor or its subsidiary or other nominee to secure (in any way) obligations of the Guarantors under or in respect of the Guarantees (as defined in the Agreement).

5 THAT Article 57 of the Articles of Association of the Company shall be amended to read as follows: "The quorum necessary for the transaction of business of the Board shall be no fewer than three Directors present physically or by telephone (whether in person or by his duly appointed alternate director) at least one of whom is a "B" Director."

SPECIAL RESOLUTION REQUIRING THE APPROVAL OF AT LEAST EIGHTY PER CENT. OF THE SHAREHOLDERS OF THE COMPANY PRESENT AND ENTITLED TO VOTE

6 THAT the provisions of Articles 21 to 30 and 34 to 36 of the Articles of Association of the Company (in the case of Article 36, the first sentence only) shall be disapplied to the extent necessary to allow transfers of shares to be made pursuant to the Agreement.

ORDINARY RESOLUTIONS

7 THAT the authorised share capital of the Company be reduced from £13,608,847 to £8,063,037 by the cancellation of the 614,514 'A' Shares, 1,624,320 'B' Shares, 2,949,599 'C' Shares and 357,377 'D' Shares which are unissued at the date of this Resolution and immediately thereafter

increased to £28,000,000 by the creation of 19,936,963 undesignated ordinary shares of £1 each.

8 THAT:

(a) the Directors be unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this Resolution all the powers of the Company:-

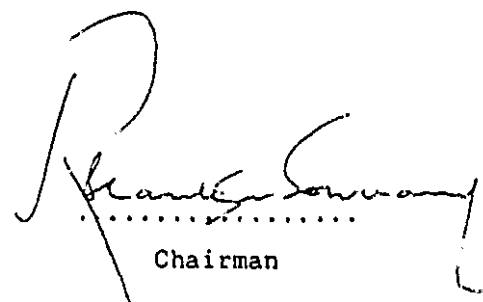
(i) to allot generally relevant securities up to an aggregate nominal amount of £4,936,963; and

(ii) to allot pursuant to the Agreement relevant securities up to an aggregate nominal amount of £15,000,000;

(b) by such authority the Directors may make offers or agreements which would or might require the allotments of relevant securities after the expiry of such period;

(c) words and expressions defined in or for the purposes of the said Section shall bear the same meanings in this Resolution; and

(d) any authority granted to the Directors pursuant to the said Section 80 prior to the passing of this Resolution which is still outstanding be cancelled."


Chairman

Company Number: 657093

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

VIDEOTRON SOUTH LONDON LIMITED

Passed the 22nd day of July 1992

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 22nd day of July 1992 the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the existing Articles 3. and 4. of the Articles of Association of the Company be deleted and the following new Articles substituted therefor:-

- "3. The share capital of the Company as at 22nd July 1992 is £51,804,916 divided into 1,317,451 ordinary shares of £1 each ("the Ordinary Shares") and 50,487,465 redeemable ordinary shares of £1 each ("the Redeemable Shares"). The Ordinary Shares and the Redeemable Shares shall be separate classes and shall carry the respective rights set out in these Articles.
4. The respective rights as to dividends, capital, voting and redemption attaching to the Ordinary Shares and to the Redeemable Shares are as follows:
 - 4.1 as regards dividend, the holders of the Ordinary Shares and the holders of the Redeemable Shares shall rank equally and shall be entitled to be paid out of the profits of the Company available for distribution such dividend as shall be declared by the Company in general meeting and pro rata on the capital paid up or credited as paid up on such shares;

4.2 as regards capital, on a return of assets on liquidation or otherwise the holders of the Ordinary Shares and the holders of the Redeemable Shares shall rank equally and shall be entitled to share in the surplus assets of the Company remaining after the payment of its liabilities;

4.3 as regards voting in general meetings:-

(a) the holders of the Ordinary Shares shall be entitled to receive notice of, to attend and vote at general meetings of the Company either in person or by proxy. On a show of hands every holder of Ordinary Shares 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 a holder of Ordinary Shares shall be entitled to one vote for each Ordinary Share held by him; and

(b) the holders of the Redeemable Shares shall be entitled to receive notice of but shall not be entitled to attend or vote at any general meeting of the Company unless the business of the meeting includes a resolution varying or abrogating any of the special rights attached to the Redeemable Shares, in which case every such holder shall be entitled to attend the meeting either in person or by proxy, and (in respect of that resolution, but not otherwise) on a show of hands every such holder, 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 such holder shall have one vote for each Redeemable Share held by him;

4.4 as regards redemption, the Ordinary Shares are not redeemable but the Redeemable Shares may, subject to the provisions of the Companies Act 1985 (as amended or re-enacted from time to time), be redeemed on the following terms:-

(a) each holder of Redeemable Shares shall have the right to require the Company to redeem all or any of the Redeemable Shares for the time being held by him and fully paid upon giving to the Company not less than three months' notice in writing which notice shall specify a date for redemption ("the Redemption Date") and the particular Redeemable Shares to be redeemed;

- (b) on the Redemption Date, the holder of the Redeemable Shares to be redeemed shall deliver to the Company at its registered office the share certificate (or an indemnity in respect thereof in a form reasonably satisfactory to the Company) for the Redeemable Shares held by him whereupon the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such shares) the amount due to him in respect of such redemption calculated in accordance with Article 4.4(c) below and also issue a new share certificate (without charge) in respect of any unredeemed Redeemable Shares comprised in the certificate surrendered by him;
- (c) there shall be paid on each Redeemable Share redeemed the amount paid up or credited as paid up thereon together with a sum equal to any arrears, deficiency or accruals of any dividend thereon to be calculated down to the Redemption Date;
- (d) if on any Redemption Date the Company has insufficient distributable profits to redeem all the Redeemable Shares then due to be redeemed, the Company shall redeem such number of the Redeemable Shares as may lawfully be redeemed at such time and shall redeem, as soon thereafter as it shall be lawfully permitted so to do, the remaining number of Redeemable Shares due for redemption PROVIDED THAT any redemption of part only of the Redeemable Shares due to be redeemed on the same Redemption Date shall be effected so that the number of Redeemable Shares of each holder thereof to be redeemed shall be in proportion as nearly as may be as the number of Redeemable Shares held by him at the Redemption Date bears to the total number of Redeemable Shares in issue at that date;
- (e) the receipt by the registered holder for the time being of any Redeemable Shares for the monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof and the relevant Redeemable Shares so redeemed shall be deemed to be cancelled and of no further effect or value."


DIRECTOR



COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

657093

Name of company

*Insert full name
of company

* VIDEOTRON SOUTH LONDON LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22nd July 1992 the nominal capital of the company has been
increased by £ 50,487,465 beyond the registered capital of £ 1,317,451.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows: the new shares are a separate
class of redeemable ordinary shares of £1 each which have
rights to share in dividends and to surplus assets on a winding
equally with the ordinary shares of £1 each in the capital of
the company, but which are non-voting (save in respect of a
resolution varying or abrogating any of their special rights)
and may be redeemed by the holders on notice.

Please tick here if
continued overleaf☐§Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation§ SECRETARY

Date 5.8.92

Presentor's name, address and
reference (if any): DHB
Charles Russell
Hale Court
Lincoln's Inn
London
WC2A 3UL

For official use

General section

Post room

HOUSE

17 AUG 1992

21



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimsott Street, London SE1 5TS.

1987 Edition
0.90 F17244

5017157

Companies G123

657093

THE COMPANIES ACT 1995

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

VIDEOTRON SOUTH LONDON LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on Friday 1 July 1994 at Videotron House, 76 Hammersmith Road, London, W14 8UD the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be hereby amended by the insertion of the following additional sub-clause immediately after sub-clause (6) of clause 3 of the Memorandum of Association:-

"(6A) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance or any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company."


Chairman



No: 657093

THE COMPANIES ACTS 1948 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

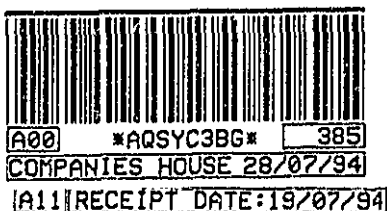
of

VIDEOTRON SOUTH LONDON LIMITED

(Amended by a Special Resolution dated 1 July 1994)

1. The name of the Company is "VIDEOTRON SOUTH LONDON LIMITED".*
2. The registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To construct, erect, establish, set up and maintain a master aerial, signal stations and all stations for the reception or distribution of television or radio

* The Company resolved by Special Resolution dated 8 December 1970 to change its name to GREENWICH CABLEVISION LIMITED; and by Special Resolution dated 15 January 1986 to change its name to GREENWICH CABLESCENE LIMITED; and by Special Resolution dated 8 November 1989 to change its name to VIDEOTRON LONDON LIMITED; and by Special Resolution dated 1 April 1992 to change its name to VIDEOTRON SOUTH LONDON LIMITED



signals or waves, and to receive, transmit, relay, distribute or otherwise conduct television or radio signals or programmes, and for that purpose to construct, erect and lay down all buildings, pipes, cables, wires, aerials, plant, machinery, works, apparatus and things which may be necessary or convenient.

- (b) To carry on business as manufacturers, installers and repairers of, agents for the sale of, and dealers in television and radio sets, accessories and apparatus, artificial lighting apparatus, electrical fittings, appliances, apparatus and accessories, sound making, recording, reproducing and amplifying machines and instruments, scientific apparatus and instruments, musical instruments, furniture and furnishings, sports goods and fancy goods; and to purchase, sell either for cash, on a deferred payment system or otherwise deal in every kind of accessory, commodity, article or thing used in connection with any of the said businesses, or deemed likely to be required by any of the customers of the Company.
 - (c) To carry on business as radio and television engineers, sound acoustic engineers, electrical engineers, and general engineers, general electrical installation contractors, lighting specialists and contractors, mechanical engineers, glass makers, potters, woodworkers, carriers and haulage contractors.
- (2) To carry on or acquire any business similar to the business above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (3) To purchase or sell, take or let on lease, take or give in exchange, or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trademarks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
 - (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.

- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (6A) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance or any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding Company of the Company or otherwise associated with the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.
- (8) Upon issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof 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.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
 - (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business of being conducted so as directly or indirectly to benefit this Company.
 - (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
 - (24) To distribute any of the property of the Company among its Members in specie.
 - (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The Share Capital of the Company is £10,000, divided into 10,000 shares of £1 each*. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act, 1985.

* The authorised share capital was increased by resolution dated 9 July 1969 to £10,500 by the creation of 500 ordinary shares of £1 each; by resolution dated 10 September 1989 to £1,317,451 by the creation of 1,306,951 ordinary shares of £1 each; and by resolution dated 22 July 1992 to £51,804,918 by the creation of 50,487,465 redeemable ordinary shares of £1 each.

We, the several persons whose Names and Addressees 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, ADDRESSED AND DESCRIPTIONS
OF SUBSCRIBERS

No. of Shares taken
by each subscriber.

R.J. Munday
9/11 Copthall Avenue,
London EC2

Chartered Accountant

One

J.E. Sargent
29 West Drive
Cheam
Surrey

Clerk

One

TOTAL SHARES TAKEN

TWO

Dated this 31 day of March 1960

Witness to the above Signatures:-

S. Carr
16a Ingleby Road
Ilford
Essex

Secretary

657093

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

VIDEOTRON SOUTH LONDON LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on Friday 22 July 1994 at Videotron House, 76 Hammersmith Road, London W14 8UD the following resolutions were duly passed as Elective Resolutions of the Company:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 366A of the Companies Act 1985 (the "Act") the Company elects to dispense with the holding of Annual General Meetings in 1995 and subsequent years.
2. THAT pursuant to Section 252 of the Act the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting.
3. THAT pursuant to Section 386 of the Act the Company elects to dispense with the obligation to appoint auditors annually.



.....
Chairman



VIDEOTRON SOUTH LONDON LIMITED

MINUTES of an Extraordinary General Meeting of the Company held at Videotron House, 76
Hammersmith Road, London W14 8UD on Friday 22 July 1994 at 12.30 pm

Present: N Kane - representing Videotron Holdings Plc
In attendance: B L Herrmann - Secretary

1. Quorum and Chairman

It was noted that the meeting had been duly convened and that a quorum was present. Mr Brunel, for and on behalf of Videotron Holdings Plc, took the Chair for the meeting.

2. Notice of EGM

The Notice convening the Meeting was, by general consent, taken as read.

3. Resolution no.1

The Chairman proposed resolution no.1 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

4. Resolution no.2

The Chairman proposed resolution no.2 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

5. Resolution no.3

The Chairman proposed resolution no.3 set out in the Notice as an Elective Resolution of the Company. The Chairman having put the resolution to the Meeting declared it duly passed a an Elective Resolution.

6. Termination

There being no further business, the meeting was closed.



Chairman