

Number of
Company }

816612

THE COMPANIES ACT, 1948.

REGISTERED

28 AUG 1964

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) of the Companies Act, 1948.

Name
of
Company }

LANAFELL

Limited

Presented by

11/11/64

Dorothy May Graeme

3.

61. Fairview Avenue, Gillingham, Kent
of

a person named

(a)
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a).

in the Articles of Association as a Secretary

of LANAFELL

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."

Gillingham
Declared at

the 10th day of August

one thousand nine hundred and sixty-four

Before me,

A Commissioner for Oaths. (b)

Number of
Company

010016

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39)

REGISTERED

21 AUG 1964



Statement of the Nominal Capital

OF

LANAFELL
LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

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

Presented by



THE NOMINAL CAPITAL

OF

LANAFELL

LIMITED

is £ 100 , divided into 100

Shares of £. 1. each

Signature

D. N. G. C.

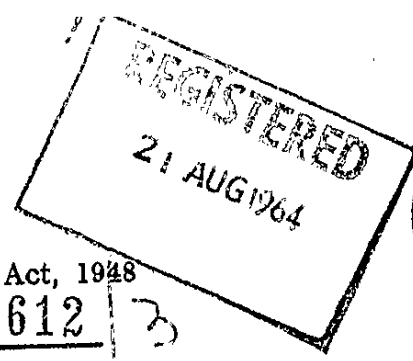
Description

Secretary

Dated the 10th Day of August 19 64

NOTE.—This margin is reserved for Binding, and must not be written across.

1/10/1



12-15

The Companies Act, 1948

816612

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

LANAFELL LIMITED

1. The name of the company is LANAFELL LIMITED
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (a) (1) To carry on the businesses of launderettes, laundries, dry cleaners, bleachers, dyers, repair service, valeting, tailoring, ladies and gentlemen's outfitters, and all ancillary trades or businesses; manufacturers, distributors, importers, buyers, sellers, hirers, renters, operators, repairers, and wholesale and retail dealers of and in amusement machines, coin operated machines, vending machines, electrical equipment and goods of all kinds including juke boxes, wholesale and retail dealers of and in provisions, confectionery, food, tea, tobacco, cigarettes, drugs, chemicals and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions, and produce; refreshment contractors, restaurant keepers, hotel, club, boarding and lodging-house keepers, licensed victuallers, tobacconists, and dealers in mineral, aerated and other liquors.
 - (2) To carry on whether as principals, managers, agents or otherwise business as general merchants, importers, exporters, scrap metal and rag merchants, joiners and building contractors, distributors and dealers in all and every type of merchandise and to sell by wholesale, retail, mail order or otherwise.
 - (3) To buy, sell, alter, repair, exchange, deal in, let out on rental and finance the sale of furniture, television and wireless sets, electrical equipment, apparatus, machinery, materials, clothing, chemists sundries, boots, shoes, fancy goods, jewellery, cosmetics, wines and spirits, goods and articles of other descriptions and to hire out and sell any of the same on the hire purchase system or easy payments system, and to carry out by contract or otherwise any work connected therewith.

WG
16-10-64

- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies 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 and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons 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 any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 shares of £1 each

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 out opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
<i>D M Graeme</i> Dorothy May Graeme, 61 Fairview Avenue, Gillingham Kent. Company Director	<i>DMG</i> One
<i>P G Graeme</i> Paul Gordon Graeme, 61 Fairview Avenue, Gillingham Kent. Company Director	<i>P G</i> One

Dated the 10th day of Aug^r 1964

Witness to the above Signatures:

J D L Graeme

Janet Dorothy Louise Graeme,
61, Fairview Avenue,
Gillingham
Kent

816612

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

LANAFELL

LIMITED



21 AUG 1964

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as Table A, Part II), shall apply to the Company.

2. Regulations 24, 53, 75, 88 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained and Regulations 2, 3, 4, 5 and 6 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them subject to Regulation 2 of Table A, Part II to such persons, at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

LIEN

4. In Regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES

5. The proviso to Regulation 32 of Table A, Part I, shall be omitted.

BORROWING POWERS

6. The Proviso to Regulation 79 of Table A, Part I, shall not apply to the company.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall be not less than one nor more than five.

8. The first directors of the company shall be determined in writing by the subscribers of the Memorandum of Association.

POWERS AND DUTIES OF DIRECTORS

9. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and paragraph (2) and (4) of Regulation 84 of Table A, Part I, shall not apply to the company.

DISQUALIFICATION OF DIRECTORS

10. The provisions of section 185 of the Act shall not apply to the Company.

11. The office of a Director shall be vacated if the Director—

- (1) ceases to be a Director by virtue of section 182 of the Act, or
- (2) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (3) becomes prohibited from being a Director by reason of any order made under section 188 of the Act, or
- (4) becomes of unsound mind, or
- (5) resigns his office by notice in writing to the Company, or
- (6) is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ALTERNATE DIRECTORS

12. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

13. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

TRANSFER OF SHARES

14. A share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, subject only to the same restrictions on transfer as provided in Article 15 hereof.

15. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father and mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will ; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

16. Except where the transfer is made pursuant to the two preceding Articles the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

17. If the Company within the space of fifty-six days after being served with such transfer notice shall find a member or person selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

18. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

19. The Auditor for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.

20. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

21. If the Company shall not within the space of fifty-six days after being served with the transfer notice find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.

22. Subject to the provisions of Article 15 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

23. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

SECRETARY

24. The first Secretary of the Company shall be :—

Dorothy May Graeme

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

12th. Aug. 1964

Dorothy May Graeme
61 Fairview Avenue
Gillingham
Kent.
Company Director

P.G. Graeme

Paul Gordon Graeme,
61 Fairview Avenue
Gillingham
Kent.
Company Director

Dated the 10th day of Aug., 1964.

Witness to the above Signatures—

J.D.L. Graeme
Janet Dorothy Louise Graeme,
61 Fairview Avenue
Gillingham

DUPLICATE FOR THE FILE.

No. 816612



Certificate of Incorporation

I Hereby Certify that

LANAFELL LIMITED

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

Given under my hand at London this TWENTY-FIRST DAY OF AUGUST
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield.

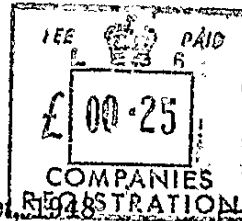
Assistant Registrar of Companies.

Certificate
received by }

Date

21 AUG 1964





56

No. 816612

COMPANY LIMITED BY SHARES

REGISTERED

23 JUL 1965

Special Resolution

OF

LANAFELL LIMITED

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 14 July 1965 the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION


That the name of the company be changed to:-

K. AND S. AUTOMATICS LIMITED

 DIRECTOR

We certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since date of incorporation.

 DIRECTOR

 SECRETARY

816612



B



ference: C.R. 98/5026/65

BOARD OF TRADE

COMPANIES ACT, 1948

LANAFELL LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

K. AND S. AUTOMATICS LIMITED

REGISTERED

29 JUL 1965

Signed on behalf of the Board of Trade

this TWENTY-NINTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L. S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

2333 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

60

No. C.172

DUPLICATE FOR THE FILE

No. 816612



Certificate of Incorporation on Change of Name

Whereas

LANAFELL LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWENTY-FIRST DAY OF AUGUST, 1964

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

K. AND S. AUTOMATICS LIMITED

Given under my hand at London, this TWENTY-NINTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

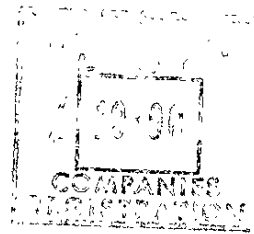
Post

L.S. Whitfield

Assistant Registrar of Companies.

Date

29 JUL 1965



The Companies Act 1948 & 1967

No. 816612

14

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

^{and}
K. & S. AUTOMATICS LIMITED

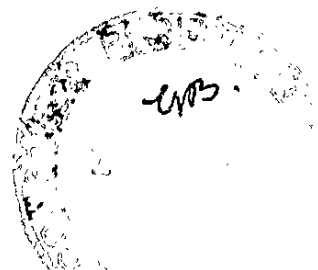
At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 19th June 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to:-

MUSIC HIRE (K. & S.) LIMITED

DIRECTOR





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. **915612** / *15*

Whereas

K. AND S. AUTOMATICS LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **21ST AUGUST, 1964**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

MUSIC HIRE (K. & S.) LIMITED

Given under my hand at London the **24TH JULY, 1968.**

Assistant Registrar of Companies

C.172



012/10

The Companies Act 1948 & 1967.

816612. / 16

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MUSIC HIRE (K & S) LIMITED.

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 24th July 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to:

MUSIC HIRE (SOUTH) LIMITED.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 816612/17

Whereas

MUSIC HIRE (K. & S.) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the **21st AUGUST, 1964**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

MUSIC HIRE (SOUTH) LIMITED

Given under my hand at London the

8th AUGUST, 1969.

Assistant Registrar of Companies

C.172

No of Company 816612 / 19

THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

12/15
MUSIC HIRE (SOUTH) LIMITED

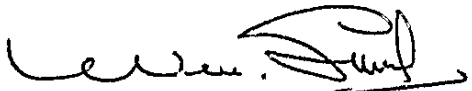
Passed the 11th day of September, 1969

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 40, St. Paul's Street, Leeds, 1, in the County of York, on the 11th day of September, 1969, the following Resolution was passed as a SPECIAL RESOLUTION

"That the Memorandum of Association of the Company be altered as follows:-

That Sub-Clause (j) of Clause 3 be deleted and the following Sub-Clause substituted:-

- (j) To lend and advance money or give credit to such persons, firms or companies (including any subsidiary or associated company) and on such terms as may seem expedient and in particular (but without prejudice to the generality of the foregoing) to customers and others having dealings with the company and to guarantee whether with or without receiving consideration therefor and/or secure the performance of any contract or obligation and the payment of money of or by any such persons, firms or companies (including any subsidiary or associated company) and generally to give guarantees and/or indemnities and issue Debentures or Debenture Stock (perpetual or otherwise) and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital in support of such guarantees and/or indemnities or otherwise, and generally to act as bankers for customers and others.


Chairman



The Companies Act 1948 & 1967

No. 816612

C O M P A N Y L I M I T E D B Y S H A R E S

S P E C I A L R E S O L U T I O N

of

K. & S. AUTOMATICS LIMITED

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 19th June 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to:-

MUSIC HIRE (K. & S.) LIMITED

WM. SMITH
DIRECTOR

The Companies Act 1948 & 1967.

No. 816612.

C O M P A N Y L I M I T E D B Y S H A R E S

S P E C I A L R E S O L U T I O N

O F

MUSIC HIRE (K & S) LIMITED.

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 24th July 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the company be changed to:

MUSIC HIRE (SOUTH) LIMITED.

Wm. Smith,
DIRECTOR.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

LANAFELL LIMITED

1. The name of the company is LANAFELL LIMITED.
2. The registered office of the company will be situate in England.
3. The objects for which the company is established are:-
 - (a) (1) To carry on the businesses of launderettes, laundries, dry cleaners, bleachers, dyers, repair service, valeting, tailoring, ladies and gentlemen's outfitters, and all ancillary trades or businesses; manufacturers, distributors, importers, buyers, sellers, hirers, renters, operators, repairers, and wholesale and retail dealers of and in amusement machines, coin operated machines, vending machines, electrical equipment and goods of all kinds including juke boxes, wholesale and retail dealers of and in provisions, confectionery, food, tea, tobacco, cigarettes, drugs, chemicals and other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions, and produce; refreshment contractors, restaurant keepers, hotel, club, boarding and lodging-house keepers, licensed victuallers, tobacconists, and dealers in mineral, aerated and other liquors.
 - (2) To carry on whether as principals, managers, agents or otherwise business as general merchants, importers, exporters, scrap metal and rag merchants, joiners and building contractors, distributors and dealers in all and every type of merchandise and to sell by wholesale, retail, mail order or otherwise.
 - (3) To buy, sell, alter, repair, exchange, deal in, let out on rental and finance the sale of furniture, television and wireless sets, electrical equipment, apparatus, machinery, materials, clothing, chemists sundries, boots, shoes, fancy goods, jewellery, cosmetics, wines and spirits, goods and articles of other descriptions and to hire out and sell any of the same on the hire purchase system or easy payments system, and to carry out by contract or otherwise any work connected therewith.

22.1.70
JL

- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies 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 and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons, firms or companies (including any subsidiary or associated company) and on such terms as may seem expedient and in particular (but without prejudice to the generality of the foregoing) to customers and others having dealing with the company and to guarantee whether with or without receiving consideration therefore and/or secure the performance of any contract or obligation and the payment of money of or by any such persons, firms or companies (including any subsidiary or associated company) and generally to give guarantees and/or indemnities and issue Debentures or Debenture Stock (perpetual or otherwise) and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital in support of such guarantees and/or indemnities or otherwise, and generally to act as bankers for customers and others.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.

5. The share capital of the company is £100 divided into 100 shares of £1 each

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 out opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
Dorothy May Graeme, 61, Fairview Avenue, Gillingham Kent. Company Director.	One
Paul Gordon Graeme, 61, Fairview Avenue, Gillingham Kent. Company Director.	One

Dated the 10 day of August 1964

Witness to the above Signatures:

Janet Dorothy Louise Graeme,
61, Fairview Avenue,
Gillingham
Kent

SPECIAL RESOLUTION

of

MUSIC HIRE (SOUTH) LIMITED

Passed on the 5th day of March 1982



At an Extraordinary General Meeting of the above named Company duly convened and held at Horsforth Mills, Low Lane, Horsforth, Leeds LS18 4ER on 5th March 1982, the following Resolutions were duly passed as Special Resolutions of the Company:-

1. THAT the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be lettered (KK) immediately after paragraph (K) of Clause 3 thereof:-

" (KK) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of all liabilities (whether actual or contingent in origin) and of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business".
2. THAT the Company's borrowings and obligations arising under a Facility Agreement and Security Documents (as defined in such Facility Agreement) to be entered into by the Company and (inter alia) Midland Bank plc be sanctioned and approved notwithstanding any restriction or limitation on borrowings and/or charges and/or guarantees contained in the Articles of Association of the Company and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.
3. THAT, notwithstanding any restriction limitation or other thing contained in the Articles of Association of the Company, the Directors shall have power to cause the Company to guarantee any borrowing by or other obligation of its parent company, Music Hire Group Limited, or any subsidiary thereof, or any company associated in business with the Company or any such subsidiary, and to charge its undertaking, assets and uncalled capital or any part thereof both present and future as

security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution that he is also a Director of Music Hire Group Limited, or any such subsidiary or associate thereof, or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

4. THAT all and any rights of pre-emption or other restrictions or limitations upon the free transfer of shares in the capital of the Company that are contained in any Articles of Association for the time being of the Company be, and are hereby, waived with effect on and from the appointment of any liquidator of the Company or any receiver over all or any part of the assets and undertaking of the Company; and this Resolution shall accordingly operate by way of amendment to the Articles of Association for the time being of the Company to any extent necessary for it to have effect.

A handwritten signature in black ink, appearing to read 'R.S. Smith', written in a cursive style.

R.S. SMITH
CHAIRMAN

A

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

3

Please do not write in this binding margin

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

*Delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

To the Registrar of Companies

For official use

43

Name of company

MUSIC HIRE (SOUTH)

Limited *

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or has having come, to an end is as shown below:

Company number

Day Month

816612

1 8 0 9

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [~~to be treated as having come to an end~~] [will come to an end]† on

Day Month Year

1 8 0 9 1 9 8 2

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡Delete as appropriate

The company is a [subsidiary] [holding company]‡ of

company number

the accounting reference date of which is

§Delete as appropriate

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

Signed

[Director] [Secretary] § Date 10.9.82

For official use
Data punch

General section

Post room





THE COMPANIES ACTS 1948 TO 1976

Form No. 14

14

Notice of passing of resolution
removing an auditor

Pursuant to Section 14 (6) of the Companies Act 1976

Please do not
write in this
binding margin

Company number

816612

For
official use

147

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold black lettering
*delete if
inappropriate

Name of Company

Music Hire (South)

Limited*

hereby gives you notice in accordance with subsection (6) of Section 14 of the Companies
Act 1976 that by a resolution passed at a general meeting of the company on _____
11th October 1982Full name of
removed auditor

Thornton Baker, Chartered Accountants

Principal place of
business of
removed auditor

of Leefield House, 116 Cardigan Road,

LEEDS LS6 3BL

was removed as auditor before the expiration of his term of office with effect from
the passing of the resolution

the 11th October 1982

†delete if
inappropriate
‡delete or
complete as
appropriate§delete as
appropriate

Signed

John G. Jones

{Director} {Secretary} §

Date 21.10.82

Presenter's name, address
and reference (if any):For official use
General section

Post room



No. 816612

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

RESOLUTION

of

MUSIC HIRE (SOUTH) LIMITED

PASSED 8 MARCH 1983

At the Annual General Meeting of the above named Company, duly convened and held on 8th day of March 1983, the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT, Auditors shall not be appointed, the Company having satisfied the provisions of Section 12, Companies Act 1981 relating to dormant companies, and that accordingly Section 14 (1) of the Companies Act 1976 shall not apply to the Company.



R. S. SMITH
CHAIRMAN



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

816612

Name of company

* MUSIC HIRE (SOUTH) LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	9
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	0	0	9	1	9	8	8
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____ company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 12 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed John G. Jones Designation: SECRETARY Date 5.12.88

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

For official Use
General Section

Post room

COMPANIES HOUSE	
7 DEC 1988	
M	17

DORMANT COMPANY RESOLUTION

COMPANY NUMBER 816612

THE COMPANIES ACT 1985, Section 252

SPECIAL RESOLUTION OF

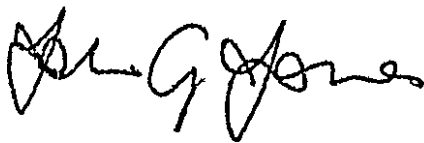
MUSIC HIRE (SOUTH) LIMITED

81
SEP 1992
81

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY, HELD ON
9TH JUNE 1992 THE FOLLOWING RESOLUTION WAS DULY PASSED:

The company having been dormant since its financial period ended
30 September 1991 and being entitled to the exemptions conferred
by Section 246 on a small company, resolves to:

- i) make itself exempt from the provisions of section 366A
to dispense with the requirement to hold an annual
general meeting.



J.G. Jones.
Director

DATE 9TH JUNE 1992