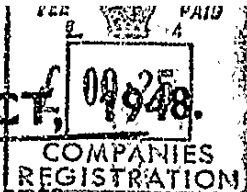


THE COMPANIES ACT, 1948.



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

18 OCT 1961

Pursuant to Section 15(2) of The Companies Act, 1948

THE ELLIS WRIGHT AGENCY Limited

I, BRIAN GOLDSTEIN

25, THE GLADE, ILFORD, ESSEX.

do Solemnly and Sincerely Declare that I am (A) A. Person named in the  
Articles of Association as Secretary.

of THE ELLIS WRIGHT AGENCY 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 64, Finsbury Pavement

in the County of London.

the 10th day of OCTOBER

One Thousand Nine Hundred and

sixty seven.

Before Me,

W. L. Leane

A Commissioner for Oaths (B)

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or  
"A Person named in the Articles of Association as a Director" or  
"A Person named in the Articles of Association as Secretary".  
(B) or a Notary Public or Justice of the Peace.

Presented for Filing by

EXPRESS COMPANY REGISTRATIONS LTD.  
70 FINSBURY PAVEMENT,  
LONDON, E.C.2.

Telephone: NAT. 5434/5.

EXPRESS COMPANY REGISTRATIONS LIMITED  
COMPANY REGISTRATION AGENTS

This return is reserved for filing.

12 OCT 1961

918616

/ 2

No. of Company.

Form No. 25



THE ELLIS WRIGHT AGENCY LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (Note—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

18 OCT 1967

The NOMINAL CAPITAL of the above-named Company is £ 100

Signature

Description Secretary

Date

10/10/67

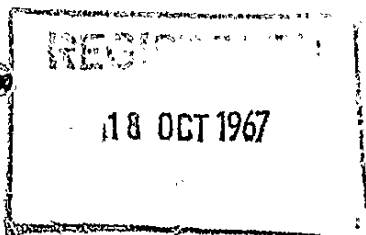
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12 OCT 1967  
OFFICE

EXPRESS COMPANY REGISTRATIONS LIMITED  
COMPANY REGISTRATION AGENTS  
70, FINSBURY PAVEMENT,  
LONDON, E.C.2.  
Telephone: NATIONAL 5434 5

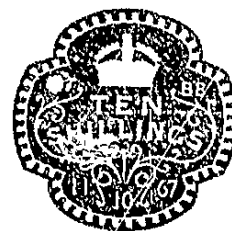
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THE COMPANIES ACT, 1948.

918616

3



COMPANY LIMITED BY SHARES.

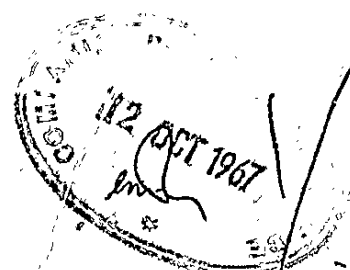
## Memorandum of Association

OF

The Ellis Wright Agency Limited

1. The name of the Company is "The Ellis Wright Agency Ltd"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

- (A) To carry on business throughout the World as agents employment agents booking agents managers and representatives of persons firms and companies in all spheres of professional commercial or artistic endeavour and employment to promote present produce manage conduct and represent at any theatre music hall or other place of amusement plays dramas comedies operas revues ballets concerts and such other entertainments as the Company may think fit to carry on business as proprietors or managers of all places of amusement to carry on business as music publishers and printers and in connection therewith to acquire copyrights by any means and to carry on business as producers and manufacturers and distributors of records matrices films and other devices for the reproduction and sound and images and tapes and generally to supply the needs of the entertainment.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

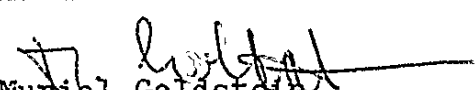
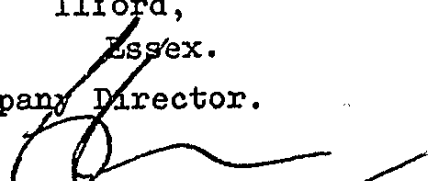
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

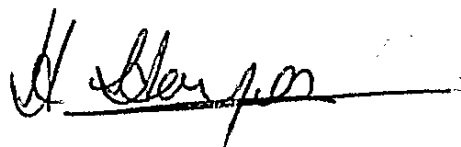
5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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   | Number of Shares taken by each Subscriber |
|--|---|
| <br>Muriel Goldstein,<br>25 The Glade,<br>Ilford,<br>Essex.<br>Company Director.    | One                                       |
| <br>Brian Goldstein,<br>25 The Glade,<br>Ilford,<br>Essex.<br>Chartered Accountant. | One                                       |

DATED the 10th day of October 1957

WITNESS to the above signatures :-



Harry Hayes,  
27 Marsh Hill,  
London, E.9.

Drug Store Proprietor.



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

THE ELLIS WRIGHT AGENCY LIMITED

### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 in Part II of Table A shall accordingly apply to the Company.

### SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

### LIEN

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2)



of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

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 Clause 84 in Part I of Table A shall be modified accordingly.

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, 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 and agreed between the said Director and the appointee. Such appointment 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 made under this clause, shall be in writing under the hand of the Director making the same.

#### BORROWING POWERS

11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

#### SECRETARY

12. The first Secretary of the Company shall be Brian Goldstein.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

  
Muriel Goldstein,

25 The Glade,

Ilford, Essex.

Company Director.

  
Brian Goldstein,


25 The Glade,

Ilford, Essex.

Chartered Accountant.

DATED the 10th day of October , 1967

WITNESS to the above signatures :-



Harry Hayes,

27 Marsh Hill,

London, E.9.

Drug Store Proprietor.

DUPLICATE FOR THE FILE.

No. 918616



# Certificate of Incorporation

I Hereby Certify that

THE ELLIS WRIGHT AGENCY LIMITED

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

Given under my hand at London, this 18TH OCTOBER, 1967.

*Herewith*  
Assistant Registrar of Companies.

Certificate  
received by

EXPRESS COMPANY REGISTRATIONS LTD.

Date

18 OCT 1967