

NO. OF COMPANY **1015160**

THE COMPANIES ACTS, 1948 TO 1967

**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

The Minima Cinema Company LIMITED.

CAT. NO. C.F.41.
JORDAN & SONS, LIMITED
7, 8 & 9 Fetter Lane, London E.C.4.
Company Registration Agents, Printers and Publishers

69/2183

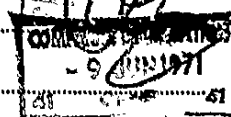
Presented by

Document Filer's Reference

.....**Martin B. Radcliffe,**.....

.....**L. Savoy Hill,**.....

.....**London, W.C.2.**.....



I, MARTIN BALFOUR RADCLIFFE

of 1 Savoy Hill, London, W.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

THE MINIMA CINEMA COMPANY LIMITED,

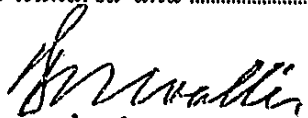
And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 2. Savoy Court
Strand W.C.2

the 3rd day of June

One thousand nine hundred and seventy four

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 authorised 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, and 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.

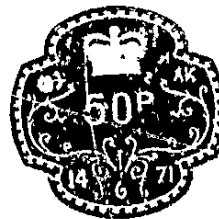
- (a) Delete words not required.
(b) or Notary Public or Justice of the Peace.

- 9 JUN 1971

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NO. OF COMPANY 1015160

2



COMPANY HAVING A SHARE CAPITAL.

NAME OF

COMPANY.....

THE MINIMA CINEMA COMPANY

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 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.)

The Nominal Capital of the above-named Company is £100

Signature.....

Date..... 3rd June 1971

Description.....

Solicitor

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

CAT. NO. C.A.25.

83933 (B) □

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

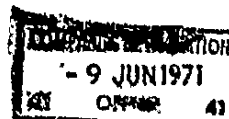
Presented for registration by

Martin B. Radcliffe

1 Savoy Hill,

LONDON, W.C.2.

Document Filer's Reference



FORM No. 25.

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COMPANY LIMITED BY SHARES

1015160 | 3

Memorandum of Association

OF

THE MINIMA CINEMA LIMITED

1. The name of the Company is "THE MINIMA CINEMA LIMITED."

2. The registered office of the Company will be situate in England.

3. The object for which the Company is established are—

(1) To carry on either alone or jointly with others the business of film producers and distributors and cinema operators and to engage, provide and employ or to act as agents in the engaging and providing cinematographic shows and stage plays or musical bands, artistes, actors, singers, dancers, acrobats, variety performers, lecturers, operators, instructors, or entertainers, and to enter into contracts with any artistes, persons or companies for the production of films, plays, band music and the production and representation of scenarios, operas, stage plays, dramas, comedies, operettas, revues, cabarets, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, masques, recitals, promenade and other concerts and theatrical, musical, variety and dramatic performances and entertainments, circus, and exhibitions of art of every description.

(2) To form, rehearse, manage, exploit, conduct, carry on the business of and act as agents for a musical band or musical bands for the purpose of performing in public or in private whether for television, broadcasting,

gramophone, acoustic and sound producing films and wireless apparatus of all kinds, or reproduction or transmission by any of these means.

- (3) To employ persons to write, compose, invent, adapt or arrange film scenarios, sketches, songs music and dances and any other theatrical, musical or variety compositions and to enter into agreements with authors composers and lyric or script writers and other persons for the dramatic or other rights of scenarios, operas, stage plays, dramas, comedies, operettas, revues, cabarets, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, masques, recitals, promenade and other concerts and theatrical, musical, variety and dramatic performances and entertainments, circus, and exhibitions of art of every description.
- (4) To acquire, register, obtain, sell, exchange, turn to account dispose of and deal in copyrights, rights of representation, licences and other rights in any poem, song, composition, (musical or otherwise) and to print publish or cause to be printed or published any play, song, poem, music or words of which the Company has the copyright or right to publish and to sell distribute and deal with any matter so printed as the Company may think fit and to grant licences or rights in respect of any property of the Company to any other person or persons, firms or companies.
- (5) To carry on the business of cinema operators, box office keepers, theatre ticket and travel agents, exhibitors, song music, play, programme and general publishers, recorders, printers and engravers, book and print sellers and bookbinders, scene, proscenium and general painters and decorators, theatrical and musical agents and managers, caterers for public and private amusement and entertainments of every description.
- (6) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other rights of or in scripts, plays, music, songs, cinematograph and other films, words, operas, comedies and compositions.
- (7) To carry on the business of proprietors of hotels, clubs, reading rooms, billiards and other recreation rooms and refreshment rooms and to afford accommodation for meetings and gatherings of all descriptions, whether social, commercial or otherwise and to let upon lease or

otherwise the whole or any part of the property of the Company for any of the above mentioned purposes or otherwise.

- (8) To carry on the business of wine, spirit, beer, mineral water, tobacco, cigar, cigarette merchants and retailers, licensed victuallers, confectioners, florists, refreshment contractors, restaurant and refreshment room keepers or proprietors or any of such businesses sugar or sweet-meat merchants, farmers, dairymen, fruiterers, grocers, provision merchants, chemists, sundriesmen and ice merchants.
- (9) To carry on business as newspaper and magazine proprietors, newsagents, journalists, literature agents, stationers, advertising contractors and agents.
- (10) To carry on the business of manufacturers of, and dealers in musical instruments, radio sets and all kinds of apparatus, appliances, plant and materials employed in connection therewith and to sell, dispose of, and use the same for the purposes of the business of the Company.
- (11) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (12) To prepare, manufacture, import, export, buy, sell and deal in all kinds of materials, articles and things which may be required for the purpose of any of the said businesses or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with or as ancillary to any of the said businesses.
- (13) To apply for purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to 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 this Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (14) To procure the Company to be registered or recognised in any foreign country or place.

- (15) To take or otherwise acquire and hold shares 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.
- (16) Generally 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 purposes of its business (and in particular any land, buildings, easements, machinery, plant and stock-in-trade).
- (17) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire any interest in amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or securities so received.
- (18) To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, sell, dispose of, turn to account, grant rights, and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (19) To lend money 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 contracts by any such persons or companies.
- (20) To undertake and execute any trusts the undertaking of which may seem to the Company desirable.
- (21) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (22) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (23) To invest and deal with the moneys of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined.
- (24) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (25) To apply for, promote and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (26) To enter into any arrangements with any governments or authorities (supreme, municipal or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (27) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or

liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (28) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (29) To pay for any property or rights acquired by the Company or to remunerate any person, firm or company rendering services to this Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (30) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (31) To adopt such means of making known the products and assets of the Company as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (32) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions or for any public, general or useful object.
- (33) To promote any other company and to pay for any expenses incurred in such promotion for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company or of undertaking any

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business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (34) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same and to hold and retain such shares, debentures or securities and to carry on the Company for that purpose alone.
- (35) To distribute among the members of the Company in specie any property of the Company or any proceeds of sale or disposal of any property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposal, 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.
- (36) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (37) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, sub-contractors, agents or otherwise and either alone or in conjunction with others.
- (38) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any

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part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

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

6. The Company shall have power to increase, reduce or subdivide its capital.

7. Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference whether in respect of dividend or of repayment of capital or both or any such other special privilege or advantage over any shares previously issued or then about to be issued or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in clause 4 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	Number of Shares taken by each Subscriber
<p><i>Chambers</i> 14, Bemish Road, Putney, SW15. SOLICITOR</p>	ONE
<p><i>Mr. [Signature]</i> 14, [Signature] Road, [Signature] S.W. 11 Solicitor</p>	ONE

Dated this 2nd day of June, 1971.

Witness to the above Signatures—

Thelma [Signature]
12 Estelle Road
NW3
Secretary

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE MINIMA CINEMA LIMITED

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 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 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 the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive 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 or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3 and any new shares from time

to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors, be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. 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.

TRANSFER OF SHARES.

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; 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.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred

to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and shall give notice accordingly, or if within such period through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months thereafter, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

9. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than eight. The first Directors of the Company shall be the subscribers to the Memorandum of Association.

11. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

13. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

16. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

ACCOUNTS.

17. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

18. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

19. Every Director 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

C. W. W. W.

14, BEMISH ROAD, PUTNEY, SW15. [SOLICITOR]

Mr. R. R. R.

34, LAMAR ROAD, LADA, S.W. SOLICITOR

Dated this 2nd day of June, 1971.

Witness to the above Signatures—

Thylde Rado

12 Estelle Road

NN3

Secretary



CERTIFICATE OF INCORPORATION

No. 1015160

I hereby certify that

THE MINIMA CINEMA LIMITED

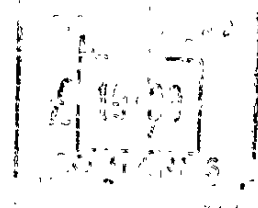
is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 22ND JUNE 1971

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

1015160



1/10

The Companies Acts 1948 to 1967

off Special Resolution of
THE MINIMA CINEMA LIMITED

In an Extraordinary General Meeting of the Members of the
said Company, duly convened, and held at 1, Savoy Hill,
London W.C.2. on Friday, 12th January, 1973, the following
Special Resolution was passed:-

"That the name of the Company be changed to
"THE MINEMA LIMITED"

F.C. SAWFORD
Secretary.

Certified a true copy

Joseph Vantier
..... Chairman

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1015160

I hereby certify that

THE MINIMA CINEMA LIMITED

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

THE MINIMA LIMITED

Given under my hand at London the **27th February 1973**

N. Taylor
(N. TAYLOR)

Assistant Registrar of Companies

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1015160

The Minema Limited

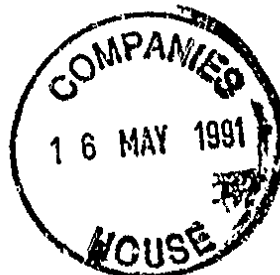
At the Annual General Meeting of the members of the above-named company, duly convened and held at:

1 Savoy Hill, LONDON, WC2R 0BP

on 2 May 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

[2] That in accordance with section 250 of the Companies Act 1985 Auditors shall not be appointed to the Company.



Signed

Position

SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

1015160

The Minema Limited

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

1 Savoy Hill, LONDON, WC2R 0BP

on 2 May 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

[1] That the Company's Articles of Association be altered by the deletion of Section 130 in the First Schedule to the Companies Acts 1948 to 1967 ("Table A") which requires that Auditors be appointed by the Company.



Signed

Position


SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution