

Number of  
Company )

1036961

THE COMPANIES ACTS 1948 to 1967

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


FAMOUS PLAYERS INTERNATIONAL

I, BRIAN STEPHEN CLARK of 211, Piccadilly, London, W1A 4SA  
do solemnly and sincerely declare that I am a Solicitor of the Supreme  
Court engaged in the formation of Famous Players International 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 15 George Street  
320/340 day of November  
One thousand nine hundred and  
Seventy-one



Before me,



A Commissioner for Oaths



THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

1036961

Memorandum of Association

- of -

FAMOUS PLAYERS INTERNATIONAL

1. The name of the Company is "FAMOUS PLAYERS INTERNATIONAL"
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 the business or businesses whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of amusement and entertainment of every kind of film producing studios, recording studios and radio and television studios.
  - (b) To carry on the business of exhibiting cinematograph films and of organising the production, management and performance of plays, dramas, comedies, operas, operettas, burlesques, pantomimes, revues musicals and other pieces, ballets, shows, radio and television entertainments, son et lumiere and other amusements and entertainments of every kind, and of organising, managing and holding concerts, recording sessions and dances.
  - (c) To carry on the business of film producers, film renters, film hirers and distributors.
  - (d) To purchase, hire or otherwise acquire any photographic recording and other apparatus in connection with cinematograph shows and exhibitions and radio and television entertainments and to manufacture films and other appliances and machines in connection with mechanical or electrical representation or transmission of pictures, music and radio.

2 DEC 1971

- (e) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company or whose business or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (g) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real and personal property of any kind or any right or interest thereon or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (h) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.
- (i) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (j) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise) mortgages, shares or securities over the whole or any part of its assets, present or future (including uncalled capital) as the Company shall think fit.

- (k) To receive loans at interest or otherwise from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (l) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (m) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (n) To distribute among the members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) The objects set forth in any sub-clause of this Clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be a subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the members is unlimited.

WE the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	No of Shares taken by each subscriber
Friedrich Wilhelm Lux For and on behalf of Gulf and Western Inter- national N.V. Postbus 9255 Amsterdam, The Netherlands ✓	5,000
Ronald Norman Edwards For and on behalf of Cinema International Corporation N.V., Postbus 9255 Amsterdam, ✓ The Netherlands	5,000

Dated the 29 day of November 1971

Witness to the above signatures:-

Henry C. M. L. King  
3 Gray Inn Place  
London W.C.1  
Solicitor.

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

1036961 | 3

Articles of Association

- of -

FAMOUS PLAYERS INTERNATIONAL

PRELIMINARY

1. The regulations contained and incorporated in Part II of Table A shall apply to the Company except in so far as the same are inconsistent with the Articles herein set out. In these Articles the expression "Table A" means Table A in the First Schedule to the Companies Act, 1948 as amended by Section 14(8) of, and Part III of the Eighth Schedule to the Companies Acts, 1967. Regulations 40 to 46 inclusive and the proviso to regulation 79 and regulations 88 to 97 inclusive and 107 of Part I of Table A shall not apply to the Company.

2. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each

3. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.

4. No share or shares may be transferred by any member to any person except with the prior consent in writing of all of the other members of the Company for the time being. Any transfer of shares shall be by instrument in writing in any usual or common form which the Directors may approve. Except in the case of a transfer authorised by this Article, no transfer of a share shall be registered.

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee.

GENERAL MEETINGS

6. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

## PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote.

## MANAGEMENT

8. Every member of the Company shall be a Director of the Company during such time as he or it shall remain a member of the Company. Every member of the Company shall be deemed to have been appointed a Director at the same time as his or its name shall be entered in the Register of Members.

9. Any Director who or which holds office pursuant to Article 8 shall have power to bind the Company in any transaction which is within the objects and powers contained in Clause 3 of the Memorandum of Association of the Company.

10. Any Director which is a body corporate may by notice in writing under the hand of any director or member of the governing body of such body corporate left at the registered office of the Company appoint any person to be its representative and may by the like notice appoint any other person to be its representative in place of any such person so appointed being removed or dying or otherwise vacating office as hereinafter provided. Such Director may by a like notice appoint an alternate representative to act in the absence of any representative so appointed. Any representative or alternate representative in the absence of the representative for whom he is an alternate may exercise all the powers and duties in relation to the office of a director of the Company in every respect as if he were personally a director of the Company. A representative or alternate representative shall cease to be such if an event occurs in relation to such representative or alternate representative which if he were a director of the Company would result in his office of director being vacated under Regulation 38 of Part I of Table A.

11. The Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital or on bonds or debentures or otherwise as they may think fit without limitation and they may cause or permit any such mortgages charges bonds debentures or obligations to be redeemed or transferred as they may think fit.

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

- (a) holding office pursuant to Article 8 ceases to be a member of the Company, or
- (b) being a Managing Director appointed under the provisions of Article 13 hereof ceases to be a Managing Director.

13. The Directors may from time to time appoint any person to the office of Managing Director for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A person so appointed shall whilst holding that office be a Director of the Company.

14. The words "and every director present at any meeting of directors or committees of directors shall sign his name in a Book to be kept for that purpose" shall be omitted from Regulation 86 Part I of Table A.

15. Any member may at any time bring about the winding-up of the Company as follows:-

- (a) Such member may at any time convene an Extraordinary General Meeting of the Company for the purpose of considering and if thought fit, passing a special resolution that the Company be wound up voluntarily. Regulation 49 of Part I of Table A shall be modified accordingly;
- (b) At an Extraordinary General Meeting convened in accordance with sub-Article (a) above the member convening the Meeting shall be entitled to cast such number of votes on the special resolution that the Company be wound up voluntarily as shall enable such resolution to be passed.

#### CAPITAL

16. The Company may by special resolution:-

- (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) Consolidate its shares into shares of a larger amount than its existing shares;



- (c) Sub-divide its shares into shares of a smaller amount than its existing shares;
- (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) Reduce its capital in any way.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Friedrich Wilhelm Lux  
For and on behalf of  
Gulf and Western International N.V.  
Postbus 9255 Amsterdam  
The Netherlands

Ronald Norman Chastard  
For and on behalf of Cinema  
International Corporation N.V.  
Postbus 9255, Amsterdam  
The Netherlands

DATED the 29 day of November 1971.

WITNESS to the above signatures:—

Kerry P. H. King  
3 Grayson Place  
London W.C.1.  
Solicitor



## CERTIFICATE OF INCORPORATION

No. 1036961

I hereby certify that

**FAMOUS PLAYERS INTERNATIONAL**

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

Given under my hand at London the

4TH JANUARY 1972

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

Assistant Registrar of Companies

Company )  
Number ) 1036961

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

FAMOUS PLAYERS INTERNATIONAL

Dated this 19th day of April, 1972.

We the undersigned being all the members of the above Company for the time being entitled to receive notice of and vote at General Meetings of the Company hereby resolve as a Special Resolution of the Company as follows :-

SPECIAL RESOLUTION

"That the Regulations annexed hereto be adopted as new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company."

.....  
for and on behalf of GULF AND  
WESTERN N.V.

.....  
for and on behalf of CINEMA  
INTERNATIONAL CORPORATION N. V.



NABARU, NATHANSON

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING A SHARE CAPITAL

New

Articles of Association

- of -

FAMOUS PLAYERS INTERNATIONAL

PRELIMINARY

1. The regulations contained and incorporated in Part II of Table A shall apply to the Company except in so far as the same are inconsistent with the Articles herein set out. In these Articles the expression "Table A" means Table A in the First Schedule to the Companies Act 1948 as amended by Section 14(8) of and Part III of the Eighth Schedule to the Companies Acts 1967. Regulations 40 to 46 inclusive, 60, 79, 88 to 97 inclusive, 99, 102 to 104 inclusive, 106 and 107 to 109 inclusive, of Part I of Table A shall not apply to the Company.
2. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each.
3. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.
4. No share or shares may be transferred by any member to any person except with the prior consent in writing of all of the other members of the Company for the time being. Any transfer of shares shall be by instrument in writing in any usual or common form which the Directors may approve. Except in the case of a transfer authorised by this Article, no transfer of a share shall be registered.
5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee.

GENERAL MEETINGS

6. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

## PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote.

8. In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall not be entitled to a second or casting vote.

## MANAGEMENT

9. Every member of the Company shall be a Director of the Company during such time as he or it shall remain a member of the Company. Every member of the Company shall be deemed to have been appointed a Director at the same time as his or its name shall be entered in the Register of Members.

10. Any Director who or which holds office pursuant to Article 9 shall have power to bind the Company in any transaction which is within the objects and powers contained in Clause 3 of the Memorandum of Association of the Company.

11. Any Director which is a body corporate may by notice in writing under the hand of any director or member of the governing body of such body corporate left at the registered office of the Company appoint any person to be its representative and may by the like notice appoint any other person to be its representative in place of any such person so appointed being removed or dying or otherwise vacating office as hereinafter provided. Such Director may by a like notice appoint an alternate representative to act in the absence of any representative so appointed. Any representative or alternate representative in the absence of the representative for whom he is an alternate may exercise all the powers and duties in relation to the office of a director of the Company in every respect as if he were personally a director of the Company. A representative or alternate representative shall cease to be such if an event occurs in relation to such representative or alternate representative which if he were a director of the Company would result in his office of director being vacated under Regulation 38 of Part I of Table A.

12. The Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital or on bonds or debentures or otherwise as they may think fit without limitation and they may cause or permit any such mortgages charges bonds debentures or obligations to be redeemed or transferred as they may think fit.

13. The office of Director holding office pursuant to Article 9 shall be vacated if the Director ceases to be a member of the Company.

14. (a) Unless and until otherwise determined by the Company in general meeting the number of the Directors shall be two.

(b) The Directors may from time to time appoint any person or persons as Executive Director or Executive Directors any person so appointed being in this Article referred to as an Executive Director. Subject to sub-clause (c) of this Article an Executive Director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Directors. An Executive Director shall not by reason of his holding that office be a Director of the company and reference in these presents to Directors or Members of the Board shall not include an Executive Director.

(c) Any person appointed an Executive Director pursuant to the provisions of this Article may be removed from office as an Executive Director by any Director holding office pursuant to Article 9 giving notice in writing to the Company signed by or on its behalf requesting such removal and sent by post to or left at the registered office of the Company. Such notice shall take effect when served or deemed to be served on the Company in accordance with these regulations.

#### PROCEEDINGS OF DIRECTORS

15. (a) The quorum necessary for the transaction of business of the Directors shall be two Directors holding office pursuant to Article 9.

(b) The Chairman shall not be entitled to a second or casting vote and Regulation 98 of Table A shall be modified in its application to the Company by the omission of the second sentence thereof.

(c) Regulation 105 of Table A shall be modified in its application to the Company by the omission of the words "or of a committee of Directors".

(d) A resolution in writing signed by all the Directors for the time being entitled to receive notice of the meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

16. The words "and every director present at any meeting of directors or committees of directors shall sign his name in a Book to be kept for that purpose" shall be omitted from Regulation 86 Part I of Table A.

17. Any member may at any time bring about the winding-up of the Company as follows :-

(a) Such member may at any time convene an Extraordinary General Meeting of the Company for the purpose of considering and if thought fit, passing a special resolution that the Company be wound up voluntarily. Regulation 49 of Part I of Table A shall be modified accordingly;

(b) At an Extraordinary General Meeting convened in accordance with sub-Article (a) above the member convening the Meeting shall be entitled to cast such number of votes on the special resolution that the Company be wound up voluntarily as shall enable such resolution to be passed.

#### CAPITAL

18. The Company may by special resolution :-
- (a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) Consolidate its shares into shares of a larger amount than its existing shares;
  - (c) Sub-divide its shares into shares of a smaller amount than its existing shares;
  - (d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
  - (e) Reduce its capital in any way.



● I HEREBY CERTIFY that this Special Resolution has been duly passed by the members of the Company on 15th November 1972 by us. DATED this 15th November 1972

MATTHEWS BROWN & CO. (SOLICITORS) LTD.

*Matthews*  
*+ New man*

THE COMPANIES ACTS 1948 to 1967

UNLIMITED COMPANY HAVING  
A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

FAMOUS PLAYERS INTERNATIONAL

PASSED the 23rd OCTOBER 1972

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 139 Piccadilly London W.1. on the 23rd October 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That Clause 3 of the Memorandum of Association of the Company be and is hereby amended as follows:-

1. The existing sub-clauses (a) and (b) of the said Clause 3 be and are hereby renumbered as sub-clause (b)(i) and (ii) respectively.

2. The following be inserted as a new paragraph (a) to Clause 3:-

- (i) to carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes,

COMPANY  
26 NOV 1972  
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obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world;

- (ii) to acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;
- (iii) to exercise and enforce all rights and powers conferred by or incidental to ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

*L. N. Edwards*  
for and on behalf of  
Cinema International  
Corporation N.V.  
(Director)

+ 5/Res  
5/11/72  
UNLIMITED COMPANY HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

FAMOUS PLAYERS INTERNATIONAL

(Amended by Special Resolution dated the 23rd  
October 1972)

1. The name of the Company is "FAMOUS PLAYERS INTERNATIONAL."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) (i) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world;

(ii) To acquire such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;

20. ENLARGED & FORGIVEN

Solicitors

3 GRAY'S INN LONDON

C. R. A. J. N.

LONDON

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2 NOV 1972

(iii) To exercise and enforce all rights and powers conferred by or incidental to ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

(b) (i) To carry on the business or businesses whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of amusement and entertainment of every kind of film producing studios, recording studios and radio and television studios.

(ii) To carry on the business of exhibiting cinematograph films and of organising the production, management and performance of plays, dramas, comedies, operas, operettas, burlesques, pantomimes, revues musicals and other pieces, ballets, shows, radio and television entertainments, son et lumiere and other amusements and entertainments of every kind, and of organising, managing and holding concerts, recording sessions and dances.

(c) To carry on the business of film producers, film renters, film hirers and distributors.

(d) To purchase, hire or otherwise acquire any photographic recordings and other apparatus in connection with cinematograph shows and exhibitions and radio and television entertainments and to manufacture films and other appliances and machines in connection with mechanical or electrical representation or transmission of pictures, music and radio.

(e) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.

- (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company or whose business or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (g) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real and personal property of any kind or any right or interest thereon or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (h) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.
- (i) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (j) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise) mortgages, shares or securities over the whole or any part of its assets, present or future (including uncalled capital) as the Company shall think fit.
- (k) To receive loans at interest or otherwise from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.

- (l) To pay gratuities or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (m) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (n) To distribute among the members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) The objects set forth in any sub-clause of this Clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be a subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the members is unlimited.

*L. N. Chikards*  
 for and on behalf of  
 Cinema International  
 Corporation N.V.  
 (Director)

No. 1036961

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THE COMPANIES ACTS, 1948 to 1967  
UNLIMITED COMPANY HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

JUL 24 1974 9 22 29 CH. 040.00

FAMOUS PLAYERS INTERNATIONAL

PASSED the 18th day of July, 1974

At an Extraordinary General Meeting of Famous Players  
International duly convened and held on the 18th day of July,  
1974 at 3 Gray's Inn Place, Gray's Inn, London, W.C.1. the following  
Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

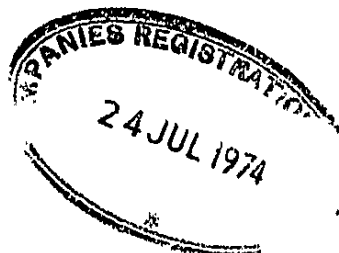
"That the name of the Company be changed to "  
CIC Theatre Group"

*B. H. Kirk*

For and on behalf of

GRAY'S INN SECRETARIES LTD.

SECRETARY



17

1521



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1036961

15

I hereby certify that

**FAMOUS PLAYERS INTERNATIONAL**

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

**CIC THEATRE GROUP**

Given under my hand at London the **30th July 1974**

N. TAYLOR

Assistant Registrar of Companies





No. 1036961

Still Private

THE COMPANIES ACTS 1948 to 1967

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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## M E M O R A N D U M

(Amended by Special Resolution  
dated the 23rd October 1972)

- and -

N E W

## ARTICLES OF ASSOCIATION

(Adopted by Special Resolution  
dated the 19th April, 1972)

- of -

CIC THEATRE GROUP ✓

(formerly Famous Players  
International)

Incorporated on the 4th day of January 1972 ✓

DENTON, HALL & BURGIN,  
3, Gray's Inn Place,  
Gray's Inn,  
London WC1R 5EA

UNLIMITED COMPANY HAVING A SHARE CAPITAL

# Memorandum of Association

— OF —

CIC THEATRE GROUP \*

(Amended by Special Resolution dated the  
23rd October 1972)

1. The name of the Company is "CIC THEATRE GROUP."\*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (i) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world;
  - (ii) To acquire such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;

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\* Originally incorporated as "FAMOUS PLAYERS INTERNATIONAL" - named changed to present name on 30th July 1974.

- (iii) To exercise and enforce all rights and powers conferred by or incidental to ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- (b) (i) To carry on the business or businesses whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of amusement and entertainment of every kind of film producing studios, recording studios and radio and television studios.
- (ii) To carry on the business of exhibiting cinematograph films and of organising the production, management and performance of plays, dramas, comedies, operas, operettas, burlesques, pantomimes, revues musicals and other pieces, ballets, shows, radio and television entertainments, son et lumiere and other amusements and entertainments of every kind, and of organising, managing and holding concerts, recording sessions and dances.
- (c) To carry on the business of film producers, film renters, film hirers and distributors.
- (d) To purchase, hire or otherwise acquire any photographic recordings and other apparatus in connection with cinematograph shows and exhibitions and radio and television entertainments and to manufacture films and other appliances and machines in connection with mechanical or electrical representation or transmission of pictures, music and radio.
- (e) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.

- (f) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company or whose business or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (g) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real and personal property of any kind or any right or interest thereon or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (h) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.
- (i) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (j) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise) mortgages, shares or securities over the whole or any part of its assets, present or future (including uncalled capital) as the Company shall think fit.
- (k) To receive loans at interest or otherwise from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.

- (l) To pay gratuities or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (m) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (n) To distribute among the members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (p) The objects set forth in any sub-clause of this Clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be a subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company.

4. The liability of the members is unlimited.

THE COMPANIES ACTS, 1948 TO 1967

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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N E W

Articles of Association

— OF —

CIC THEATRE GROUP \*

(As adopted by a Special Resolution dated  
19th April 1972)

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PRELIMINARY

1. The regulations contained and incorporated in Part II of Table A shall apply to the Company except in so far as the same are inconsistent with the Articles herein set out. In these Articles the expression "Table A" means Table A in the First Schedule to the Companies Act 1948 as amended by Section 14(8) of and Part III of the Eighth Schedule to the Companies Act 1967. Regulations 40 to 48 inclusive, 60, 79, 88 to 97 inclusive, 99, 102 to 104 inclusive, 106 and 107 to 109 inclusive, of Part I of Table A shall not apply to the Company.

2. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each.

3. The number of members with which the Company proposes to be registered is two but the Directors may from time to time register an increase of members.

4. No share or shares may be transferred by any member to any person except with the prior consent in writing of all of the other members of the Company for the time being. Any transfer of shares shall be by instrument in writing in any usual or common form which the Directors may approve. Except in the case of a transfer authorised by this Article, no transfer of a share shall be registered.

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\* Originally incorporated as "FAMOUS PLAYERS INTERNATIONAL" - name changed to present name on 30th July 1974

5. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee.

#### GENERAL MEETINGS

6. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

#### PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote.

8. In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall not be entitled to a second or casting vote.

#### MANAGEMENT

9. Every member of the Company shall be a Director of the Company during such time as he or it shall remain a member of the Company. Every member of the Company shall be deemed to have been appointed a Director at the same time as his or its name shall be entered in the Register of Members.

10. Any Director who or which holds office pursuant to Article 9 shall have power to bind the Company in any transaction which is within the objects and powers contained in Clause 3 of the Memorandum of Association of the Company.

11. Any Director which is a body corporate may by notice in writing under the hand of any director or member of the governing body of such body corporate left at the registered office of the Company appoint any person to be its representative and may by the like notice appoint any other person to be its representative in place of any such person so appointed being removed or dying or otherwise vacating office as hereinafter provided. Such Director may by a like notice appoint an alternate representative to act in the absence of any representative so appointed. Any representative or alternate representative in the absence of the representative for whom he is an alternate may exercise all the powers and duties in relation to the office of a director of the Company in every respect as if he were personally a director of the Company. A representative or alternate representative shall cease to be such if an event occurs in

relation to such representative or alternate representative which if he were a director of the Company would result in his office of director being vacated under Regulation 38 of Part I of Table A.

12. The Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital or on bonds or debentures or otherwise as they may think fit without limitation and they may cause or permit any such mortgages charges bonds debentures or obligations to be redeemed or transferred as they may think fit.

13. The office of Director holding office pursuant to Article 9 shall be vacated if the Director ceases to be a member of the Company.

14. (a) Unless and until otherwise determined by the Company in general meeting the number of the Directors shall be two.

(b) The Directors may from time to time appoint any person or persons as Executive Director or Executive Directors any person so appointed being in this Article referred to as an Executive Director. Subject to sub-clause (c) of this Article an Executive Director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Directors. An Executive Director shall not by reason of his holding that office be a Director of the Company and reference in these presents to Directors or Members of the Board shall not include an Executive Director.

(c) Any person appointed an Executive Director pursuant to the provisions of this Article may be removed from office as an Executive Director by any Director holding office pursuant to Article 9 giving notice in writing to the Company signed by or on its behalf requesting such removal and sent by post to or left at the registered office of the Company. Such notice shall take effect when served or deemed to be served on the Company in accordance with these regulations.



## PROCEEDINGS OF DIRECTORS

15. (a) The quorum necessary for the transaction of business of the Directors shall be two Directors holding office pursuant to Article 9.

(b) The Chairman shall not be entitled to a second or casting vote and Regulation 98 of Table A shall be modified in its application to the Company by the omission of the second sentence thereof.

(c) Regulation 105 of Table A shall be modified in its application to the Company by the omission of the words "or of a committee of Directors".

(d) A resolution in writing signed by all the Directors for the time being entitled to receive notice of the meeting of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

16. The words "and every director present at any meeting of directors or committees of directors shall sign his name in a Book to be kept for that purpose" shall be omitted from Regulation 86 Part I of Table A.

17. Any member may at any time bring about the winding-up of the Company as follows:-

(a) Such member may at any time convene an Extraordinary General Meeting of the Company for the purpose of considering and if thought fit, passing a special resolution that the Company be wound up voluntarily. Regulation 49 of Part I of Table A shall be modified accordingly.

(b) At an Extraordinary General Meeting convened in accordance with Sub-Article (a) above the member convening the Meeting shall be entitled to cast such number of votes on the special resolution that the Company be wound up voluntarily as shall enable such resolution to be passed.

## CAPITAL

18. The Company may by special resolution:-

(a) Increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

(b) Consolidate its shares into shares of a larger amount than its existing shares;

(c) Sub-divide its shares into shares of a smaller amount than its existing shares;

(d) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

(e) Reduce its capital in any way.

THE COMPANIES ACTS 1948 to 1967

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UNLIMITED COMPANY HAVING A SHARE  
CAPITAL

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MEMORANDUM  
(Amended by Special Resolution  
dated the 23rd October 1972)

- and -

NEW

ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution  
dated the 19th April, 1972)

- of -

CIC THEATRE GROUP  
(formerly Famous Players  
International)

---

Incorporated on the 4th day of  
January 1972

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference  
date given during the course of  
an accounting reference period****225(1)**Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[149]

1036961

Name of company

\* CIC THEATRE GROUP

\* 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 as shown below:

**Note**  
Please read notes  
1 to 5 overleaf  
before completing  
this form

Day Month

2 4 0 6

† delete as  
appropriate

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

Day Month Year

2 4 0 6 1 9 8 5

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:

See note 4c and  
complete as  
appropriate

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

*Christopher E. Beasley*

[Director] Representative

Secretary

Date

22.10.1985

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

Christopher E. Beasley  
CIC Theatre Group  
45 Beadon Road  
Hammersmith  
London, W. 6.

For official Use  
General Section

Post room

23 OCT 1985

Registered No. 1013691

THE COMPANIES ACT 1985  
UNLIMITED COMPANY HAVING A SHARE CAPITAL  
SPECIAL RESOLUTION  
of  
CIC THEATRE GROUP

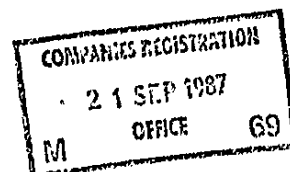
(passed on the 11th day of September 1987)

At an extraordinary general meeting of the above named company duly convened and held on the 11th day of September 1987, the following resolution was passed as a Special Resolution:-

RESOLUTION

"That the existing Articles of Association of the company be deleted in their entirety and that the company do adopt new Articles of Association in the form annexed hereto and for identification purposes initialled by the Chairman.

....G. E. Kelly.....  
CHAIRMAN



THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

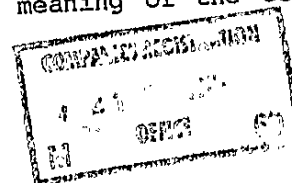
ARTICLES OF ASSOCIATION

- of -

CIC THEATRE GROUP

PRELIMINARY

1. The regulations contained and incorporated in Part I of Table A shall apply to the Company except in so far as the same are inconsistent with the Articles herein set out. In these Articles the expression "Table A" means Table A in the First Schedule to the Companies Act 1948 (as amended). Regulations 29 to 32 inclusive, 40 to 46 inclusive, 79, 88 to 97 inclusive, 99, and 107 to 109 inclusive of Part I of Table A shall not apply to the Company.
2. The Company is a private company within the meaning of the Companies Act 1985.



C.E.B.

3. The share capital of the Company is ten thousand pounds (GBP 10,000) divided into ten thousand shares of one pound (GBP 1) each.
4. The liability of the members is unlimited. The members, by reason of their membership of the Company, are jointly and severally liable for all debts of the Company. The liability of the members for the Company's debts is not limited in any respect by the amount of the Company's share capital.
5. No share or shares may be transferred or transmitted by any member to any person (whether by operation of law or otherwise) except with the prior consent in writing of all of the other members of the Company for the time being. Any transfer of shares shall be by instrument in writing in any usual or common form which the Directors may approve. Except in the case of a transfer authorised by this Article, no transfer of a share shall be registered.
6. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee.

#### GENERAL MEETINGS

7. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.

#### PROCEEDINGS AT GENERAL MEETINGS

C.E.B.

\* 8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote.

9. In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall not be entitled to a second or casting vote.

#### MANAGEMENT

10. Every member of the Company shall be a Director of the Company during such time as he or it shall remain a member of the Company. Every member of the Company shall be deemed to have been appointed a Director at the same time as his or its name shall be entered in the Register of Members.

11. Any Director who or which holds office pursuant to Article 10 shall have power to bind the Company in any transaction which is within the objects and powers contained in Clause 3 of the Memorandum of Association of the Company.

12. Any Director which is a body corporate may by notice in writing under the hand of any director or member of the governing body of such body corporate left at the registered office of the Company appoint any person to be its representative and may by the like notice appoint any other person to be its representative in place of any such person so appointed being removed or dying or otherwise vacating office as hereinafter provided. Such Director may by a like notice appoint an alternate representative to act in the absence of any representative so appointed. Any representative or alternate representative in the absence of the representative for whom he is an alternate may exercise

GEB.



all the powers and duties in relation to the office of a director of the Company in every respect as if he were personally a director of the Company. A representative shall cease to be such if an event occurs in relation to such representative or alternate representative which if he were a director of the Company would result in his office of director being vacated under Regulation 88 of Part I of Table A.

13. The Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital or on bonds or debentures or otherwise as they may think fit without limitation and they may cause or permit any such mortgages charges bonds debentures or obligations to be redeemed or transferred as they may think fit.
14. The office of Director shall be vacated if the Director:-
  - (a) holding office pursuant to Article 10 ceases to be a member of the Company, or
  - (b) being a Director appointed under the provisions of Article 15 his appointment as Director is revoked pursuant to that Article.
15. The Directors may from time to time appoint any person or persons as an additional Director or Directors of the Company for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The person so appointed whilst holding that office shall be a Director of the Company.

PROCEEDINGS OF DIRECTORS

C.E.B.

16. The words "and every director present at any meeting of directors or committees of the directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Part I of Table A.

#### DISSOLUTION

17. (1) If any member of the Company shall be determined bankrupt or a court order be made or a resolution be passed for the winding up of such member whether in England or elsewhere (any such member being hereinafter referred to as an "insolvent member") and all members of the Company, other than such insolvent member, shall not have agreed in writing within thirty days of such event that the Company shall continue in existence, the Company shall forthwith be dissolved and the directors and members shall take all necessary steps to effect the winding up of the Company whether pursuant to Article 17(2) or otherwise. Shares belonging to an insolvent member shall carry no entitlement to vote at any general meeting on a resolution of the Company for the appointment of a liquidator of the Company.

- (2) Any member may at any time bring about the winding-up of the Company as follows :

- (a) Such member may at any time convene an Extraordinary General Meeting of the Company for the purpose of considering and, if thought fit, passing a special resolution that the Company be wound up voluntarily. Regulation 49 of Part I of Table A shall be modified accordingly.

C.E.R.

- (b) At an Extraordinary General Meeting convened in accordance with Sub-Article (a) above the member convening the Meeting shall be entitled to cast such number of votes on the special resolution that the Company be wound up voluntarily as shall enable such resolution to be passed.

#### CAPITAL

18. The Company may by special resolution :

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate its shares into shares of a larger amount than its existing shares;
- (c) sub-divide its shares into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its capital in any way

# G

## COMPANIES FORM No. 225(1)

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

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

1036961

Name of company

\* CIC THEATRE GROUP

\* insert full name of company

#### Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. 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	1	1	2
---	---	---	---

3. 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

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. 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 18 months OR reliance is not being placed on the second part of section 225(4) 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.

6. Signed

Designation: SECRETARY Date: 26-10-90

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

Presenter's name address telephone number and reference (if any)

N.G. HUTTON  
CIC VIDEO UNIT  
45 BRADON ROAD  
LONDON W6 0LG

081 741 9313

For official use

DOB

For official use

DOB

No. 1036961

THE COMPANIES ACT 1985  
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

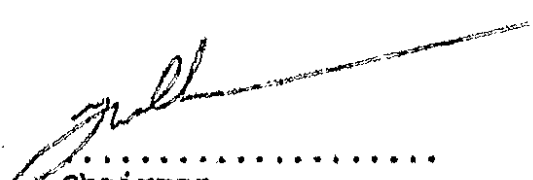
-----  
SPECIAL RESOLUTION

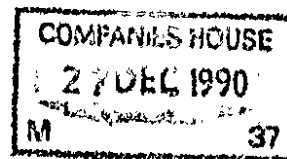
OF

CIC THEATRE GROUP

-----  
PASSED AS OF 11 DECEMBER 1990  
-----

THAT the Company, having satisfied the provisions of Section 250 Companies Act 1985 relating to dormant Companies, be exempt from the provisions of Part VII of that Act relating to the audit of accounts.

  
.....  
Chairman



No. 1036961

THE COMPANIES ACT 1985

ELECTIVE RESOLUTIONS

OF

CIC THEATRE GROUP

-----  
PASSED AS OF 11 DECEMBER 1990  
-----

On 11 December 1990 at a General Meeting of the Company duly convened and held the following resolutions were duly passed as elective resolutions, namely:-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 252 of the Companies Act 1985 the Company do elect to dispense with the laying of accounts and reports before the Company in general meeting, such election having effect in relation to accounts and reports for the financial year of the Company ending on 31 December 1990 and for all subsequent years.
2. THAT pursuant to Section 366A(1) of the Companies Act 1985 the Company do elect to dispense with the holding of Annual General Meetings, such election to take effect for the year 1991 and subsequent years.



3. THAT pursuant to Section 366A(3) of the Companies Act 1985 the provisions of Sections 369(4) and 378(3) of the Companies Act 1985 shall have effect as if for the references to 95 per cent there were substituted references to 90 per cent.

  
.....  
Director

1076961

THE COMPANIES ACT 1985



ELECTIVE RESOLUTION


OF


CIC THEATRE GROUP

On Thursday, 7th January, 1993 at a Meeting of the Company duly convened and held the following resolution was duly passed as an Elective Resolution, namely:-

ELECTIVE RESOLUTION

THAT: pursuant to Section 386 of the Companies Act 1985 the Company do elect to dispense with the appointment of Auditors by the Company in General Meeting, such election having effect in relation to the appointment for the financial year of the Company ending on 31st December, 1992 and for all subsequent years.

.....  
SIGNED by  J. Uiterwijk  
for and on behalf of  
PROETUS B.V. as a Director of  
CINEMA INTERNATIONAL CORPORATION (U.K.)

.....  
SIGNED by  J.A.A.M. Jorritsma  
for and on behalf of  
CINEMA INTERNATIONAL CORPORATION N.V.  
as a Director of  
CINEMA INTERNATIONAL CORPORATION (U.K.)