

41

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding margin

For official use

1412513/1

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

Name of Company

BLACK FALCON (UK)

Limited*

I, PEARCE ERNEST ROOD
of Aldwych House, Aldwych,
London WC2B 4JP‡Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland "a
Solicitor")
engaged in the
formation of
the company,
or a person
named in the
statement
delivered under
section 21 of the
Companies Act
1976 as a director
or secretary of the
company.do solemnly and sincerely declare that I am ‡ a Solicitor of The Supreme Court
of England and Wales and one of the persons engaged in the formation

of BLACK FALCON (UK)

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 1835Declared at 71-91 Aldwych,
London, WC2B 4JP

the 17 day of January

One thousand nine hundred and seventy nine

before me

C. Hart

†For Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.

A Commissioner for Oaths † Solicitor duly authorised to administer Oaths

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

Post room

PER/ASP

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

JAN 23 1979 0276 0050.00

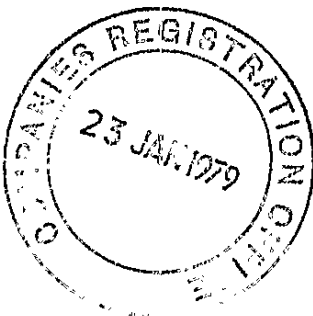
MEMORANDUM OF ASSOCIATION

of

1412513/3

BLACK FALCON (UK) LIMITED

1. The name of the Company is "BLACK FALCON (UK) LIMITED".
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 create, establish, build up, operate and maintain an organisation for the marketing, licence, import, export, sale, supply, distribution, transportation, advertisement, application, or introduction of the products, goods, wares and merchandise produced by, dealt in or required by persons, firms or companies engaged in any of the businesses referred to in Paragraph (iii) hereof; and to act as manufacturers' agents and representatives for, and to enter into contracts and arrangements on behalf of such persons, firms or companies.
 - (ii) To undertake and provide management, administration and consultancy services of all kinds and to enter into assist or participate in industrial, financial, commercial, mercantile and other transactions, undertakings and businesses, to collect and circulate statistics, facts, reports, statements, articles and other information in any way relating to or affecting industry or commerce and to undertake the office of and act as trustee, executor, administrator, manager, agent or attorney of or for any such persons, firms or companies and generally to undertake, perform and discharge any trusts or trust agency business, and any office of confidence; to carry on all or any of the businesses of personnel and business



consultants and to advise on problems relating to the administration and organisation of trade, industry or business and the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, purchasing, marketing and sale of goods, to engage in research, investigations, evaluations and experimental work of every description in relation to the uses of materials and the application of industrial or manufacturing processes to materials; to carry on business as suppliers of staff for permanent or temporary employment and to establish and maintain an employment agency.

- (iii) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors.
- (B) 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 connexion with or is ancillary to any of the above businesses or the general business of the Company.
- (C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought

fit, and in particular by mortgages upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, foreign currency and other negotiable or transferable instruments.
- (F) To amalgamate or enter into partnership or any joint venture or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any Company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (G) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable.
- (H) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (I) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (J) To procure the registration or incorporation of the Company in or under laws of any place outside England.

- (K) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its Members.
- (L) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (M) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital or otherwise.

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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>K. Nov.</i> PEARCE ERNEST ROOD, Aldwych House, Aldwych, London WC2B 4JP Solicitor	1 (One)
<i>Angela S. Pattinson</i> ANGELA S. PATTINSON, Aldwych House, Aldwych, London WC2B 4JP Statutory Manager	1 (One)

DATED this 17th day of January, 1979.

WITNESS to the above signatures:

Shin Yanagihara
SHIN YANAGIHARA,
Aldwych House,
Aldwych,
London WC2B 4JP
Secretary

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

1412513/4

of

BLACK FALCON (UK) LIMITED

PRELIMINARY

1. The Company shall be a private Company within the meaning of The Companies Act 1948 and 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 'Part II of Table A') shall apply to the Company
2. Regulations 22, 24, 53, 58, 69, 71, 75, 77, 84(2), 84(3), 84(4), 84(5), 86, 87, 88, 89, 90, 91, 92, 93, 106, 107, 131 and 133 of Part I of Table A aforesaid (hereinafter referred to as 'Part I of Table A') shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company

SHARES

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

VARIATION OF RIGHTS

4. If any such separate general meeting as is referred to in regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at any adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present at such adjourned meeting shall be a quorum

TRANSFER OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not such share is a fully paid share
6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee

TRANSMISSION OF SHARES

7. The provisions of regulation 30 of Table A shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member

LIEN

8. In regulation II of Part I of Table A the words 'not being a fully paid share' and the words 'other than fully paid shares' shall be omitted

PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy and entitled to vote. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the Minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote
10. Except where a resolution is required by the Act to be passed at a general meeting, a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representative) shall be as effective as if the same had been passed at a general meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more persons. Regulation 5 of Part II of Table A shall not apply

11. In regulation 62 of Part I of Table A the words 'or by proxy' shall be inserted after the words 'every Member present in person'
12. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or shall be produced at the meeting or adjourned Meeting which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid

DIRECTORS

13. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than one nor more than ten and the names of the first Director or Directors shall be determined in writing by the subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors
14. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office

BORROWING POWERS OF DIRECTORS

15. The proviso to regulation 79 of Part I of Table A shall be omitted

POWERS AND DUTIES OF DIRECTORS

16. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of auditor on such terms as to remuneration and otherwise as shall be determined by the Directors

PENSIONS AND ALLOWANCES

17. The Directors may grant retiring pensions or annuities or other allowances including allowances on death to any person or to the widow or dependents of any person in respect of services rendered by him to the Company as managing Director manager or in any other executive office or employment in the company or indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of its holding company (if any) or of any predecessor in business of the Company notwithstanding that he may be or may have been a director and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such persons

RETIREMENT OF DIRECTORS

18. The office of a Director shall be vacated in any of the following events namely:
- (a) If he becomes prohibited by law from acting as a Director
 - (b) If (not being a managing director holding office as such for a fixed term) he resigns by writing under his hand left at the registered office
 - (c) If he has a receiving order made against him or compounds with his creditors generally
 - (d) If he becomes of unsound mind
 - (e) If he is removed from his office by a resolution signed by the remaining Directors
 - (f) If he is removed in accordance with the provisions of Article 30 hereof
19. The last sentence of regulation 95 and 97 of Part I of Table A shall not apply to the Company
20. The last sentence of regulation 98 of Part I of Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed or approved by letter telegram telex or cablegram by all the Directors or their alternates shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors or their alternates

22. In regulation 99 of Part I of Table A the words 'In the event of there being a sole Director then the quorum necessary for the transaction of business shall be one' shall be inserted after the words 'and unless so fixed shall be two'

MANAGING DIRECTOR

23. The Directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and notwithstanding the terms of any agreement entered into in any particular case may revoke such appointment. The appointment as managing director shall be automatically determined if he ceases from any cause to be a Director

ALTERNATE DIRECTORS

24. Each Director shall have the power to appoint a person approved by the Directors to act as alternate Director in his place and at his discretion to remove such alternate director and on such appointment being made the alternate director shall except as regards remuneration and the power to appoint an alternate be subject in all respects to the terms and conditions existing with reference to the other directors of the Company and each alternate director while so acting shall exercise and discharge all the functions powers and duties of the directors whom he represents. Any director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor

NOTICES

25. A notice may be given by the Company to any Member either personally or by sending it by post, by telex or by cable to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the expiration of seventy two hours after the letter containing the same is posted. Where a notice is sent by telex or by cable, service of the notice shall be deemed to be effected by properly addressing and despatching a telex or cable containing the notice and to have been effected at the expiration of twenty four hours after the telex or cable containing the same is transmitted or despatched

26. A notice may be given by the Company to the persons entitled to a share in the consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred
27. Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member who has supplied an address to the Company. Paragraph (a) of regulation 134 of Part I of Table A shall be modified accordingly
28. The persons mentioned in paragraph (b) of regulation 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representatives or trustee in bankruptcy of a Member) shall not unless and until they become Members of the Company be entitled to receive notices of meetings of the Company

INDEMNITY

29. Subject to the provisions of the Act every Director auditor secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto Regulation 136 of Part I of Table A shall be extended accordingly

OVER RIDING PROVISIONS

30. Whenever not less than 90 per cent of the ordinary shares of the Company for the time being issued are held by or on behalf of one member (hereinafter called 'the majority shareholder') the following provisions shall apply and in the event of any inconsistency shall have over riding effect as against all other provisions of these Articles:
- (a) The majority shareholder may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed notwithstanding the terms of any agreement entered into in any particular case but without prejudice to any claim for damages if any in respect of the consequent termination of his office
 - (b) No unissued shares shall be issued without the consent of the majority shareholder

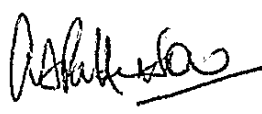
- (c) Any or all powers of the Directors (other than their power to refuse to register transfers of shares to persons other than existing Members) shall be restricted in such respects and to such extent as the majority shareholder may by notice to the Company from time to time prescribe

Any such appointment removal consent or notice shall be in writing served on the Company and signed by the majority shareholder or if the majority shareholder is a Company on behalf of the majority shareholder by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose and validly appointed in that regard in accordance with the laws of the country in which such company is domiciled. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the majority shareholder has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PEARCE ERNEST ROOD,
Aldwych House,
Aldwych,
London, WC2B 4JP

Solicitor



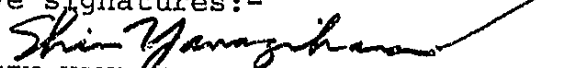
ANGELA S. PATTINSON,
Aldwych House,
Aldwych,
London, WC2B 4JP

Statutory Manager



DATED the 17th day of January, 1979.

WITNESS to the above signatures:-


SHIN YANAGIHARA,
Aldwych House,
Aldwych,
London WC2B 4JP

Secretary



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number
1412513/5

Name of Company

BLACK FALCON (UK) .

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

Aldwych House,

Aldwych,

London, WC2B 4JP

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Baker & McKenzie,

Aldwych House, Aldwych,

London, WC2B 4JP

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

PER/ASP

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	PEARCE ERNEST ROOD	Business occupation	Solicitor
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	Aldwych House Aldwych London, WC2B 4JP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
Andco Refractory Linings Limited - Andco Torrax Limited			
I hereby consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 17 JANUARY 1977	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

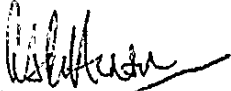
Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the secretary, or joint secretaries, of the company are as follows:


Name (notes 2 & 7)	ANGELA S. PATTINSON
Former name(s) (note 3)	None
Address (notes 4 & 7)	Aldwych House, Aldwych, London WC2B 4JP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 17 JANUARY 1979

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature   [Subscriber] [Agent]† Date 17 JANUARY 1979

Signature  [Subscriber] [Agent]† Date 17 JANUARY 1979



CERTIFICATE OF INCORPORATION

No. **1412513**

I hereby certify that

BLACK FALCON (UK) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the **31ST JANUARY 1979**

Assistant Registrar of Companies

Company No. 1412513

THE COMPANIES ACTS 1948 to 1976

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Copy)

of

BLACK FALCON (UK) LIMITED

(Passed 6th February 1980)

At an EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held on the 12 February 1980 the following Resolution was passed as a SPECIAL RESOLUTION of the Company:

'THAT WITH THE CONSENT OF THE DEPARTMENT OF TRADE AND INDUSTRY THE NAME OF THE COMPANY BE CHANGED TO

LUCASFILM (UK) LIMITED

Ashkhan



Lat West
006018
240



COPY
CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1412513

112

I hereby certify that

BLACK FALCON (UK) LIMITED

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

LUCASFILM (UK) LIMITED

Given under my hand at Cardiff the

3RD MARCH 1980

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

A

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

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

Please do not
write in this
binding margin

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

To the Registrar of Companies

1412513

For official use

14

*delete if
inappropriate

Name of company

LUCASFILM (UK)

Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

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

Company number	Day	Month
1412513	3	1

†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
3	1	1980

See note 4(c) and
complete if
appropriate

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

†delete as
appropriate

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

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriate

Signed



[Director] [Secretary] Date 14th September 1980

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

Richards Butler & Co.
5 Clifton Street
London EC2.

RBF/ACS

For official use
Data punch

General section

Post room



THE COMPANIES ACTS 1948 to 1981

Company limited by Shares

SPECIAL RESOLUTION

of

LUCASFILM (UK) LIMITED

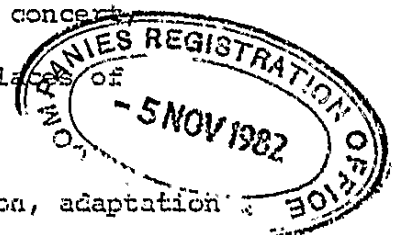
(passed on 26th October 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held at 5 Clifton Street, London, E.C.2. on the 26th October, 1982 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

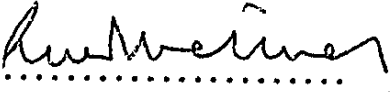
THAT sub-clause (A) of Clause 3 of the Memorandum of Association of the Company be altered by adding thereto the following sub-clauses (i) to (iii):-

- (i) To carry on the business of making, producing, distributing, exhibiting, (by any means now or hereafter becoming known) and otherwise exploiting cinematograph films and sound recordings and manufacturing, buying, selling and otherwise dealing in cinematograph films and any material on which sound recordings can be made and all types of equipment capable of being used in connection with the manufacture or processing of cinematograph films or such material or with the production, exhibition or playing of cinematograph films or sound recordings.
- (ii) To produce, stage, perform, present and transmit stage plays, operas, operettas, recitals, concerts, ballets, revues, pantomimes, variety shows, and other entertainments, events and exhibitions of every description and to carry on the business of proprietors and managers of cinemas, theatres, opera houses, concert music and variety halls, open spaces and other places of amusement, sport, recreation or entertainment.
- (iii) To commission the writing, composition, production, adaptation and arrangement of any literary, dramatic, musical or artistic work and to acquire, dispose of and otherwise deal in copyrights,



print, publish and otherwise turn to account anything
in which the Company has a copyright.
and the existing sub-clause (ii) be deleted and the existing
sub-clauses (i) and (iii) renumbered (iv) and (v).

DATED 26th October 1982


.....
CHAIRMAN

14/2513

30
/AA

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

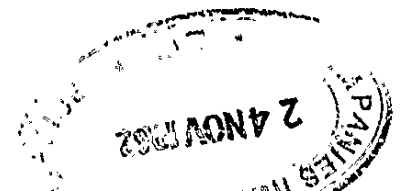
MEMORANDUM OF ASSOCIATION

of

LUCASFILM (UK) LIMITED
(as amended by Special Resolution of the Company
dated 26th October, 1982)

1. The name of the Company is "LUCASFILM (UK) LIMITED". ✓
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 making, producing, distributing, exhibiting, (by any means now or hereafter becoming known) and otherwise exploiting cinematograph films and sound recordings and manufacturing, buying, selling and otherwise dealing with cinematograph films and any material on which sound recordings can be made and all types of equipment capable of being used in connection with the manufacture or processing of cinematograph films or such material or with the production, exhibition or playing of cinematograph films or sound recordings.
 - (ii) To produce, stage, perform, present and transmit stage plays, operas, operettas, recitals, concerts, ballets, revues, pantomimes, variety shows, and other entertainments, events and exhibitions of every description and to carry on the business of proprietors and managers of cinemas, theatres, opera houses, concert, music and variety halls, open spaces and other places of amusement, sport, recreation or entertainment.
 - (iii) To commission the writing, composition, production, adaptation and arrangement of any literary, dramatic, musical or artistic work and to acquire, dispose of and otherwise deal in copyrights, rights of representation, licences and any other rights and interests in any such work and in any cinematograph films, records, sound recordings, photographs, drawings and engravings and to print, publish and otherwise turn to account anything in which the Company has a copyright.

*By special resolution dated 26th October, 1982 new sub-clauses (i) to (iii) were added and the existing sub-clause (ii) deleted.



- (iv) To create, establish, build up, operate and maintain an organisation for the marketing, licence, import, export, sale, supply, distribution, transportation, advertisement, application, or introduction of the products, goods, wares and merchandise produced by, dealt in or required by persons, firms or companies engaged in any of the businesses referred to in Paragraph (iii) hereof; and to act as manufacturers' agents and representatives for, and to enter into contracts and arrangements on behalf of such persons, firms or companies.
- (v) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously be carried on by the Company in connexion with or is ancillary to any of the above businesses or the general business of the Company.
- (C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, foreign currency and other negotiable or transferable instruments.

- 7
- (F) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any Company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
 - (G) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable.
 - (H) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
 - (I) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
 - (J) To procure the registration or incorporation of the Company in or under laws of any place outside England.
 - (K) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its Members.
 - (L) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
 - (M) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and insofar as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital or otherwise. ✓

1412515 / 31

THE COMPANIES ACTS 1948 to 1981

Company limited by Shares

SPECIAL RESOLUTION

of

LUCASFILM (UK) LIMITED

(passed on 26th November, 1982)

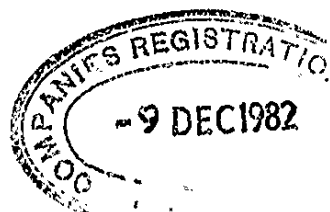
At an EXTRAORDINARY GENERAL MEETING of the Company held at 5 Clifton Street, London E.C.2. on the 26th November 1982 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT sub-clause (A) (iv) of Clause 3 of the Memorandum of Association of the Company be altered by deleting the reference therein to Paragraph (iii) and substituting therefor a reference to Paragraph(v).

DATED 26th November 1982

.....
Chairman



RICHARDS BUTLER & CO.
5 CLIFTON STREET
LONDON, EC2A 4DQ
SOLICITORS

THE COMPANIES ACTS 1948 to 1981

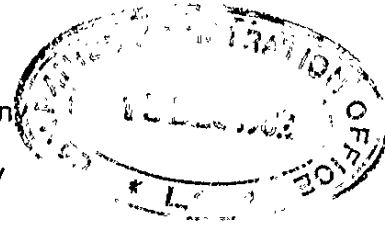
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LUCASFILM (UK) LIMITED

(as amended by Special Resolution of the Company dated 26th October, 1982 and further amended by Special Resolution of the Company dated 26th November 1982)



1. The name of the Company is "LUCASFILM (UK) LIMITED". ✓
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 making, producing, distributing, exhibiting, (by any means now or hereafter becoming known) and otherwise exploiting cinematograph films and sound recordings and manufacturing, buying, selling and otherwise dealing with cinematograph films and any material on which sound recordings can be made and all types of equipment capable of being used in connection with the manufacture or processing of cinematograph films or such material or with the production, exhibition or playing of cinematograph films or sound recordings. ✓
 - (ii) To produce, stage, perform, present and transmit stage plays, operas, operettas, recitals, concerts, ballets, revues, pantomimes, variety shows, and other entertainments, events and exhibitions of every description and to carry on the business of proprietors and managers of cinemas, theatres, opera houses, concert, music and variety halls, open spaces and other places of amusement, sport, recreation or entertainment.
 - (iii) To commission the writing, composition, production, adaptation and arrangement of any literary, dramatic, musical or artistic work and to acquire, dispose of and otherwise deal in copyrights, rights of representation, licences and any other rights and interests in any such work and in any cinematograph films, records, sound recordings, photographs, drawings and engravings and to print, publish and otherwise turn to account anything in which the Company has a copyright.

*By special resolution dated 26th October, 1982 new sub-clauses (i) to (iii) were added and the existing sub-clause (ii) deleted and by Special Resolution dated 26th November 1982 the reference in sub-clause (iv) to Paragraph (iii) was changed to a reference to Paragraph (v).

- (iv) To create, establish, build up, operate and maintain an organisation for the marketing, licence, import, export, sale, supply, distribution, transportation, advertisement, application, or introduction of the products, goods, wares and merchandise produced by, dealt in or required by persons, firms or companies engaged in any of the businesses referred to in Paragraph (v) hereof; and to act as manufacturers' agents and representatives for, and to enter into contracts and arrangements on behalf of such persons, firms or companies.
- (v) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously be carried on by the Company in connexion with or is ancillary to any of the above businesses or the general business of the Company.
- (C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, foreign currency and other negotiable or transferable instruments.

- (F) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any Company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (G) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable.
- (H) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (I) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (J) To procure the registration or incorporation of the Company in or under laws of any place outside England.
- (K) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its Members.
- (L) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (M) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and insofar as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital or otherwise. ✓

**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

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

Company number

1412513

Name of company

* LUCASFILM (UK) LIMITED

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

* 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

2 9 0 3

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

2 9 0 3 1 9 9 2

† 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

LUCASFILM LIMITED

_____, company number REGISTERED IN USA
the accounting reference date of which is 29th MARCH

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 ~~in force~~ on behalf of

6. Signed SOUTH EASTERN SECRETARIAT LIMITED Designation: SECRETARY

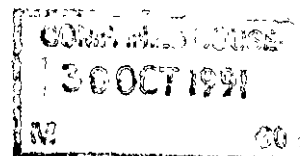
Date 29th OCTOBER 1991

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePresentor's name address
telephone number and reference (if any):WEST, WAKE, PRICE & CO.,
Chartered Accountants,
Salisbury House, London Wall,
LONDON, EC2M 6QU

Ref. L309

For official use
D.E.B.

Post room



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

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

☐ ☐ ☐ ☐

1412513

Name of company

* LUCASFILM (UK) LIMITED

† Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24 MARCH 1994 the nominal capital of the company has been
increased by £ 10,000 beyond the registered capital of £ 10,000

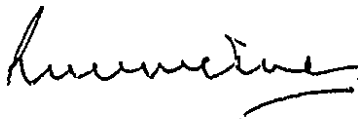
§ the copy must be
printed or in some
other form approved
by the registrar

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

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

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

Signed



Designation † Director

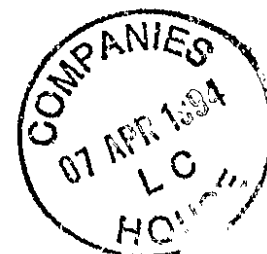
Date 24 MARCH 1994

Presenter's name address and
reference (if any):
RICHARDS BUTLER
Beaufort House
15 St. Botolph Street
London EC3A 7EE
Ref: TEW/94-8646

For official Use

General Section

Post room



Written resolution pursuant to s.381ATHE COMPANIES ACT 1985Company Limited by SharesWRITTEN RESOLUTIONS

of

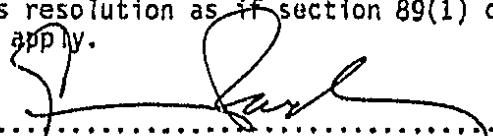
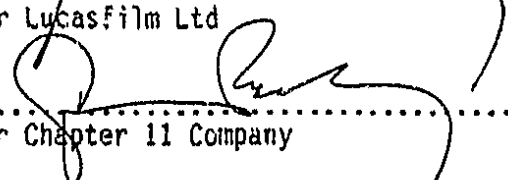
LUCASFILM (UK) LIMITED

We, the undersigned, being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing being passed as a special resolution, the provisions of section 381B of that Act having been complied with -

SPECIAL RESOLUTION

THAT -

1. the authorised share capital of the Company be increased to £20,000 by the creation of an additional 10,000 ordinary shares of £1 each ranking pari passu for all purposes with existing shares of £1 in the capital of the Company;
2. the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £19,000 for a period of five years beginning on the date on which this authority is given; and
3. the directors be empowered to allot any shares or grant any rights pursuant to the authority conferred on them by sub-paragraph 2 of this resolution as if section 89(1) of the Companies Act 1985 did not apply.


.....
for Lucasfilm Ltd
.....
for Chapter 11 Company

Dated : 24th March 1994

tew/94-8646/writ-res

