

G

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 1(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering

Company number

1522509

Name of Company

PRIZE GUYS

Limited*

* delete if
inappropriate

I, VALERIE BROWN

of 7 Leonard Street, London EC2A 4AQ

† 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
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am † a person named as director of the company in the
statement delivered under section 21 of the Companies Act 1976.

of PRIZE GUYS

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 1835

Declared at 7 Leonard Street, London EC2A 4AQ

the 1st day of September

One thousand nine hundred and seventy-nine *eighty*before me *DK*
A Commissioner for Oaths † Solicitor

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

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

Presented by .

POST
HASTE
company searches
LIMITED

7 Leonard Street, London EC2A 4AQ
Tel: 01-251 9304

For official use

General section

Post room

1522509/2

No. of Company

Form PUC 1
(Capital duty payable, but
no registration fee)STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH
LIMITED LIABILITY UNDER THE COMPANIES ACT 1948

Pursuant to Part V, Finance Act 1973

Name of Company PRIZE GUYS Limited

A. Nominal capital (i)

£1,000

B Nominal value of each share

£1

C Number and description of shares
taken on incorporation (i)

2 subscriber shares

D Total amount payable on each (ii)
(including premium if any)

NIL

E Amount paid or due and payable on each (ii)

NIL

F Total amount paid or due and payable in respect of C

£ NIL

G Capital duty payable on F at £1 per £100 or part of £100

£ NIL

I hereby certify that the above particulars are correct in all respects.

Signed..... Valerie Booth

Description Company Director

Date..... 1st September 1980

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note:- This form must be delivered to the Registrar of Companies when applying for
incorporation of the company.

Margin reserved for binding

Presented by:

For official use only:

POST
HASTE
company searches
LIMITED7 Leonard Street, London EC2A 4AQ
Tel: 01-251 9304

Presenter's reference:

184641/2
The Companies Acts
1948 to 1976
Company limited
by shares.

Memorandum of Association

1522509

of PRIZE GUYS LIMITED

1. The name of the company is PRIZE GUYS LIMITED

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 all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers, assemblers, agents and representatives, commission agents, importers and exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general store-keepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise; haulage and transport contractors, garage proprietors, operators, hirers, and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

POST HASTE COMPANY SEARCHES LIMITED
7 Leonard Street,
London EC2A 4AQ.
Telephone: 01-251 9304

TO CARRY ON OTHER BUSINESS

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently or advantageously carried on in connection with or combined with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

TO PURCHASE PROPERTY ETC

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire, any real and/or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land of whatever tenure, or right over land, buildings, easements, machinery, plant stock-in-trade, and vehicles.

TO BUILD AND CONSTRUCT WORKS ETC

- (D) To build, construct alter, improve maintain, enlarge pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with other person or company in doing any of these things, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out, or control thereof, and to make or join in making or authorise the making of all such applications as are necessary or desirable to attain or enable the above.

TO PURCHASE PATENTS

- (E) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents patent rights, brevets d'invention trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

TO PURCHASE OTHER BUSINESSES

- (F) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

TO AMALGAMATE, ENTER INTO PARTNERSHIP ETC

- (G) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying or engaged in, or about to carry on or engaged in, any business or transaction which the Company is authorised to carry on or engaged in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

TO DEVELOP ETC

- (H) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.

TO VEST PROPERTY IN TRUSTEES ETC

- (I) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

TO TAKE SHARES IN OTHER COMPANIES

- (J) To subscribe for take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

TO INVEST

- (K) To invest and deal with the moneys of the Company not immediately required in any manner.

TO RECEIVE MONEY ON DEPOSIT, LEND AND GUARANTEE

- (L) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.

TO BORROW AND MORTGAGE ETC

- (M) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

TO ACCEPT BILLS ETC

- (N) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

TO OBTAIN ACT

- (O) To apply for, promote and obtain any Act of Parliament, charter, privilege, concessions, licence or authorisation of any government, state or municipality, provision, order or licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the company.

TO MAKE ARRANGEMENTS WITH AUTHORITIES

- (P) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

PRELIMINARY AND UNDERWRITING EXPENSES

- (Q) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

TO PAY FOR PROPERTY AND REMUNERATE

- (R) To pay for any rights or property acquired by the Company, and to remunerate any person or company including expert or professional advisers whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

TO BENEFIT EMPLOYEES ETC

- (S) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

FOREIGN REGISTRATION

- (T) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.

TO PROMOTE COMPANIES

- (U) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part

of the shares, debentures or other securities of any such other company.

SALE OF UNDERTAKING

- (V) To sell lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

DISTRIBUTION IN SPECIE

- (W) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

TO ACT AS OR EMPLOY AGENTS ETC

- (X) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contracts, trustees or otherwise.

GENERAL POWER

- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared that
- (a) the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
- (b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, or the paragraph headings, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Clauses 4 to 5

4. The liability of the members is limited.
5. The share capital of the Company is £1000 divided into 1000 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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



VALERIE BROWN
7 Leonard Street
London EC2A 4AQ
Company Director

One

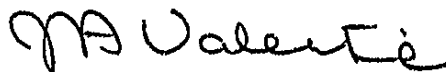


D R ANSETT
7 Leonard Street
London EC2A 4AQ
Company Director

One

Dated 1st day of September 1980

Witness to the above signatures:



J A VALENTINE
7 Leonard Street
London EC2A 4AQ
Office Manager

Articles of Association

1522509

14

of PRIZE GUYS LIMITED

1. Subject as hereinafter provided, the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (which regulations are hereinafter called Table A) shall apply to the company but in case of any variation or inconsistency between these regulations and Table A, these regulations shall prevail.

INTERPRETATION

2. In regulation 1 of Part I of Table A between the words 'regulations' and 'the Act' the words 'and in any articles adopting the same' shall be inserted.

SHARE CAPITAL

3. Regulation 3 of Part I of Table A shall not apply.
4. Save as otherwise directed by a special resolution of the company the shares in the original or any increased capital of the company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be open for acceptance for not less than three weeks from the date of dispatch of the same. Any shares not accepted in the said period and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the directors, conveniently be offered under this article shall be at the disposal of the directors who may allot grant options over or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

LIEN

5. Regulation 11 of Part I of Table A shall not apply. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of a member

(whether solely or jointly with others) for all monies (whether presently payable or not) due by him or his estate, either alone or jointly with any other person to the company; but the directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS

6. In regulation 15 of Part I of Table A the words 'provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call' shall be omitted.

TRANSFERS

7. Regulations 22 and 23 of Part I of Table A shall be read subject to the provisions of regulation 8 hereof and regulation 3 of Part II of Table A shall not apply
- 8(1) For the purposes of this article, where any person is unconditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a member of the company in respect of that share.
- 8(2) Regulation 24 of Part I of Table A shall not apply. The directors may decline to register:
 - (a) any transfer of any share on which the company has a lien;
 - (b) any transfer of a share (not being a fully paid share) to a person of whom they do not approve and
 - (c) any transfer the registration of which would cause the number of members to exceed the maximum permitted by regulation 2 of Part II of Table A.

TRANSMISSION OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

10. In regulation 54 of Part I of Table A the words 'meeting shall stand dissolved' shall be substituted for 'members present shall be a quorum'.
11. The words 'or not carried by a particular majority' shall be inserted after the words 'or lost' in regulation 58 of Table A Part I.

12. Article 63 of Part 1 of Table A shall not apply. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such shares shall alone be entitled to vote in respect thereof. Where there are several executors or administrators of a deceased member in whose sole name any shares stand, any of such executors or administrators may vote in respect of such shares unless any other of such executors or administrators is present at the meeting at which such a vote is tendered and objects to the vote.

DIRECTORS

13. The first director or directors shall be appointed in writing by the subscribers to the Memorandum of Association or a majority of them. Unless and until otherwise determined by the company in General Meeting, the number of the directors may be any number not exceeding seven.
14. The directors, (including alternate directors) shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
15. Any director who, being so requested by the directors, performs special or extraordinary services on behalf of the company, or who travels or resides outside the United Kingdom or travels to or resides in any place other than where he usually resides for the purpose of discharging his duties may be paid such extra remuneration (whether by way of a lump sum, salary, commission or participation in profits or otherwise) as the directors may determine.
16. Regulation 77 of Part 1 of Table A shall not apply. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the company or at any separate meeting of the holders of any class of shares of the company.

BORROWING POWERS

17. The proviso to regulation 79 of Part 1 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

18. Paragraphs (2) and (4) of regulation 84 of Part 1 of Table

A shall not apply. A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein provided he first declares his interest in the same in the manner provided by S.199 of the Act and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

PENSIONS AND ALLOWANCES

19. Regulation 87 of Part I of Table A shall not apply. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the company whether as managing director or in any other office or employment under the company or indirectly as an officer or employee of any subsidiary company of the company, notwithstanding that he may be or may have been a director of the company and the company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DISQUALIFICATION OF DIRECTORS

20. In regulation 88 of Part I of Table A the words and figures 'or 185' shall be omitted. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years, or any other age.

ROTATION OF DIRECTORS

21. Regulations 89 to 94 inclusive of Part I of Table A shall not apply.
22. In regulation 95 of Part I of Table A the words 'but shall not be taken into account in determining the directors who are to retire by rotation' shall be omitted.

APPOINTMENT OF DIRECTORS

23. Regulation 97 of Part I of Table A shall not apply. At any time and from time to time, the company may (without prejudice to the powers of the directors under regulation 95 of Part I of Table A) by ordinary resolution appoint any person a director (but so that the maximum number of directors fixed in accordance with these regulations is not exceeded) and determine the period for which such person is to hold office.

PROCEEDINGS OF DIRECTORS

24. Regulations 98,99 and 100 of Part I of Table A shall not apply. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
25. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and until so fixed, shall, except when one director only is in office, be two. When one director only is in office he shall have and may exercise all the power and authorities in and over the affairs of the company as by the regulations of the company are conferred on the board of directors.
26. Regulation 106 of Part I of Table A shall not apply. A resolution in writing signed or approved by letter telex telegram or cablegram by all the directors for the time being entitled to receive notice of a meeting of the directors or a sole director or by each director or his alternate shall be as 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 or approved by one or more of the persons aforementioned.

REMOVAL OF DIRECTORS

27. In addition and without prejudice to the provisions of section 184 of the Act, the company may by extraordinary resolution remove any director before the expiration of his period of office, and may by ordinary resolution appoint another director in his stead.
28. A director shall have power to nominate in writing (which term shall include cable, telegram, telex or any other method approved by a majority of the directors) any person approved by the majority of the directors to act as an alternate director in his place during his absence from the place where meetings are held or inability for any reason to act as such director, and on such appointment being made the alternate director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and each alternate director while so acting shall exercise and discharge all the powers and duties of the director he represents. If the alternate director is himself a director of the Company he shall be entitled to vote in

his own capacity as Director as well as in his capacity as alternate director. An alternate director shall not be entitled to attend or vote at any meeting of the Board at which the director who appointed him is present. A director may at any time in writing revoke the appointment of any alternate director appointed by him, and, if desired, appoint another in his place, and if a director making such appointment as aforesaid shall cease to be a director the person appointed by him shall cease to have any power or authority as alternate director. An alternate director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

MANAGING DIRECTOR

29. In regulation 107 of Part I of Table A the second sentence shall be deleted and the words 'Without prejudice to any right to treat such determination as a breach of any such agreement as aforesaid, the appointment of a managing director shall automatically determine if he ceases from any cause to be a director' shall be substituted.

INFORMATION

30. At the end of regulation 6 of Part II of Table A the words 'or a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof' shall be added.

ACCOUNTS

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


WINDING UP

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

Names, addresses and
description of Subscribers



VALERIE BROWN
7 Leonard Street
London EC2A 4AQ
Company Director



D R ANSETT
7 Leonard Street
London EC2A 4AQ
Company Director

Dated the 1st day of September 1980
Witness to the above signatures:



J A VALENTINE
7 Leonard Street
London EC2A 4AQ
Office Manager

**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

Company number

1522509 / 5

Name of Company

PRIZE GUYS

Limited*

* delete if
inappropriate

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

7 Leonard Street, London EC2A 4AQ

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

Post Haste Company Searches Limited

7 Leonard Street, London EC2A 4AQ

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

Presentor's
reference (if any):

For official use
General section

Post room

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LIMITED

7 Leonard Street, London EC2A 4AQ
Tel: 01-251 9304/5

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



Name (note 2)	Valerie Brown	Business occupation
		Company Director
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	7 Leonard Street, London EC2A 4AQ	British
		Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)		
Post Haste Company Searches Limited		
I hereby consent to act as director of the company named on page 1		
Signature	<i>Valerie Brown</i>	Date 1st September 1980

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.

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

Please do not write in this binding margin



Name (notes 2 & 7)	D.R. Ansett
Former name(s) (note 3)	None
Address (notes 4 & 7)	7 Leonard Street, London EC2A 4AQ
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>D.R. Ansett</i>
	Date 1st September 1980

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.

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

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

Signature *Valerie Brown* [Subscriber] [Agent]† Date 1st September 1980

† delete as appropriate

Signature *D.R. Ansett* [Subscriber] [Agent]† Date 1st September 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1522509

I hereby certify that

PRIZE GUYS 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

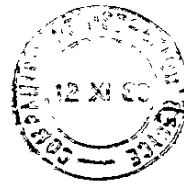
15TH OCTOBER 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

1522509/6



Companies Acts 1948-1980

Company limited by Shares

Special Resolution

of PRIZE GUYS LIMITED

AT and EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 7 Leonard Street, London, EC2

on 15th October 1980 the following SPECIAL
RESOLUTION was duly passed, viz:

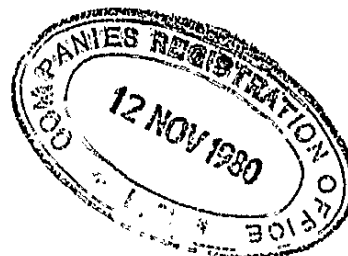
THAT the name of the Company be changed to

'FISHER STUDIOS LIMITED'

Signature: *Valerie Poon*

Chairman/Director

Company number: .1522509.....



**POST
HASTE**
company searches
LIMITED

7 Leonard Street,
London EC2A 4AQ
Tel: 01-251 9304/5

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1522509

17

I hereby certify that

PRIZE GUYS LIMITED

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

FISHER STUDIOS LIMITED

Given under my hand at Cardiff the

1ST DECEMBER 1980

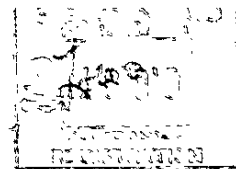
A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

1522509 / 11
Companies Acts 1948-1980

Company Limited by Shares



Special Resolution

of FISHER STUDIOS LIMITED



AT and EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 68 Cannon Street, London, EC4

on 7th January 1981.

the following SPECIAL

RESOLUTION was duly passed, viz:

THAT the name of the Company be changed to

'FISHER LANE FARM LIMITED'

Signature:.....*Mr. [Signature]*.....

Chairman/Director/Secretary

Company number: 1522509.....

**POST
HASTE**
company searches
LIMITED

7 Leonard Street,
London EC2A 4AQ
Tel: 01-261 9304/5



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1522509

112

I hereby certify that

FISHER STUDIOS LIMITED

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

FISHER LANE FARM LIMITED

Given under my hand at Cardiff the **30TH JANUARY 1981**

Assistant Registrar of Companies

1522509/13

Companies Acts 1948-1980

Company limited by Shares

Special Resolution

of FISHER LANE FARM LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at 28 City Road, London EC1Y 2AJ
on 30th January 1981 the subjoined
SPECIAL RESOLUTION was duly passed, viz:

THAT the existing Clause 3 (A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A) be
substituted in its place.



Inez Peach
Secretary

Company number: 1522509

**POST
HASTE**
company searches
LIMITED

7 Leonard Street,
London EC2A 4AQ
Tel: 01-251 9304/5

1522509

Memorandum of Association

of FISHER LANE FARM LIMITED

-
1. The name of the company is FISHER LANE FARM 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 purchase, take on lease or acquire studios for sound recording, film production or entertainment generally; to carry on the business of manufacturers, wholesalers and retailers of gramophone records, recording tapes, sound and visual tapes, television recording equipment, radios, gramophones and all other electrical and electronic equipment; to carry on the business of music publishers and in this connection to enter into agreements and other arrangements and to employ authors and composers of and to purchase copyrights and other rights in musical and dramatic compositions of all kinds; to manufacture, purchase, hire, let on hire and otherwise deal in musical instruments; to carry on businesses allied to the entertainment industry, the financing and promotion of dances, concerts, exhibitions, theatre and cinematograph performances, and other musical and dramatic entertainment; to carry on the business of photographers in all their branches; to carry on the business of motion picture exhibitors and distributors and for that purpose to construct, build, acquire or adapt set up schools for the purposes of teaching, singing, acting and dancing and all other branches of the entertainment industry.
 - ii. To carry on the business as advertising agents, advertisement contractors, and designers of advertisement of every kind; to carry on the business of consultants and planners in every aspect of advertising, direct mail advertising, market research, and public relations; to carry on the business of designers, artists and illustrators of records sleeves, packaging of all kinds, scenery, literary illustrations, and to create and develop designers and groups of designers and artists and their products of all kinds.

A**THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

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

3Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

17

1522509

Name of company

*delete if
inappropriate

FISHER LAKE FARM

Limited*

NotePlease 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:

Day Month

3 1 1 2

†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 1 2 1 9 8 1

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 _____

B. H. Company Secretarial Services

§delete as
appropriate

Signed

{Director} [Secretary] §Date 15/2/82

Presentor's name, address and
reference (if any):B. H. COMPANY SECRETARIAL SERVICES
23, ALBEMARLE ST,
PICCADILLY, LONDON, W.1.

2094/APH

For official use
General section

Post room

