



THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a

Please do not write in this binding margin



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

*Insert full name of company

For official use

Company number

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1647160

Name of company

STOCKORANGE LIMITED

I, ANDREW JAMES THOMPSONof 34 South Molton Street, London W1Y 2BP

†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 Solicitor of the Supreme Court engaged in the formationof STOCKORANGE LIMITED

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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

23 GREAT CASTLE STREET
LONDON W.1.

Signature of Declarant

the 27th day of MayOne thousand nine hundred and eighty-two

before me

B. J. JonesRELENDIA FRISON

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

Presentor's name, address and reference (if any): 2/22

HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP

For official use

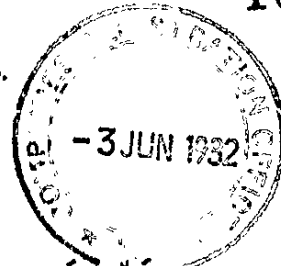
New companies section



THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

1647160



Memorandum of Association

OF

STOCKORANGE LIMITED

1. The name of the Company is STOCKORANGE LIMITED.

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

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

- (i) To carry on all or any of the businesses of music printers and music publishers, to exploit copyrights in musical works and copyright assets generally, to make manufacture and exploit sound recordings, records, sound recording and reproducing equipment and instruments and equipment of every description suitable for the exploitation of copyright assets, to carry on all or any of the businesses of engravers, publishers, arrangers, dealers, newspaper, journal, book, periodical, picture and magazine publishers and proprietors, printers, booksellers, lithographers, stereotypers, stationers, dealers in organs, pianos, violins and musical instruments of every description and cases and necessities, parts and fittings therefor, and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.

- (ii) To carry on all or any of the businesses

Harold's Law

Lee per Law.



Nat West
007493/pz

of manufacturers, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters, importers, retailers, distributors, publishers, agents and dealers of and in gramophone records, magnetised tapes, audio-visual devices, tape recorders, wireless, television, telegraphic and telephonic, cinematograph, photographic and phonographic apparatus, equipment and appurtenances connected with the co-ordination and synchronisation of moving pictures and sounds and mechanical processes sound and talking machines and films, records, accessories, appliances, devices, requisites, contrivances and things of every kind whereby sound or vision of every description is or may be recorded, amplified, produced, reproduced, transmitted or received.

- (iii) To make and produce motion pictures and cinematograph films, television films and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce plays, ballets, operas, operettas, revues, variety performances, concerts, radio, television and diffusion service programmes, circuses, lectures, readings, recitals, exhibitions and entertainments and dramatic, musical and artistic performances and exhibitions of any description.
- (iv) To buy, provide finance facilities or services for and to sell, license, let on hire, distribute, exhibit or perform motion pictures, cinematograph films, television films, recordings (both in vision and in sound) or any constituent part thereof in cinemas, theatres, halls or homes or any other place or by radio broadcasting or television or on a diffusion service or by any other means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright, exhibition or performance rights or any other rights which can be acquired therein.
- (v) To purchase or otherwise acquire and obtain and to hold, develop, turn to account, deal with, sell, exchange, lease, hire and mortgage or charge either alone or jointly with others any interest or right of copyright in or of representation of, or any other right capable of being acquired in literary, dramatic, musical, operatic, balletic, photographic, pictorial or artistic works of every description.

- (vi) To carry on all or any of the businesses of proprietors, lessees or managers of theatres, music halls and all places of amusement, recreation or entertainment, to own or manage, provide, finance facilities or services for cinemas, diffusion services, toll television and toll radio services and any other service, means or device now known or hereafter to be invented or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (vii) To provide for the distribution, representation, performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by means now or hereafter to become known and the distribution, representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (viii) To enter into agreements with or otherwise acquire the services or works or creations or products of the services or otherwise of producers, directors, writers, authors, lyricists, musicians, script writers, choreographers, composers, photographers, artists, designers, actors and actresses and performers of every description, to purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof any copyrights, trade-marks, patents, protections, concessions, secret or other information or rights as to any story, idea or invention which may appear likely to be advantageous to the Company and to use, exercise, develop and turn the same to account and to make or manufacture under or grant licences, options or privileges in respect of and to expend money in experimenting upon and testing the same, and in developing, improving or seeking to develop or improve the same and ideas, rights or inventions of whatsoever nature.
- (ix) To engage, employ, enter into agreements with and supply the services of or to act as agents for the engaging, employing and supplying of services of artistes, technicians, actors, singers, dancers and acrobats, variety performers, lecturers,

writers, authors, lyricists, dramatists, composers, conductors, musicians, instructors or entertainers, electrical, electronic and mechanical and recording engineers of any description and to enter into contracts with any artistes or persons or companies (either theatrical, cinematograph, radio, television, electrical, electronic, mechanical, engineering, recording or otherwise) for the purpose of making, producing, recording or otherwise, records, gramophones, talking machines, photographic or cinematographic records, pictures or films or any mechanically or electrically produced record or picture and for the production and representation or recording or reproduction of scenarios, film plays, photographs, stage plays, television plays, radio plays, operas, burlesques, vaudevilles, pantomimes, songs, ballets, concerts, exhibitions, variety entertainments, musical instructive or illustrational performances and entertainments and amusements of any kind and description.

- (x) To carry on the business of theatre ticket and travel agents, staff agents and literary artistes, film, variety and television agents and managers and producers of all kinds.
- (xi) To purchase, lease or otherwise acquire and own and to equip, use, hire, sublet and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes or the making of sound recordings for the purpose of the Company or of others.
- (xii) To manufacture, buy, hire or sell cameras, lamps, recording apparatus and electrical and other equipment used in photography or for the production of cinematograph or television films or radio programmes or other entertainments of every size and kind or for their performance or reception.
- (xiii) To carry on the business of vendors of wholesale and retail goods of any kind and of restaurant, refreshment room, hotel, tavern, inn, dance hall, discotheque, coffee bar and lodging house keepers or

proprietors, licensed victuallers and tobacconists.

- (xiv) To organise or to be proprietors of clubs, societies or associations.
- (xv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body carrying on any business within the objects of the Company or whose business or any part of whose business may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (xvi) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvii) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools or works of any description or to contribute to the costs thereof as may seem desirable.
- (xviii) To carry on any other business whether subsidiary or not which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xix) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits or losses, mutual assistance or other working arrangements as may seem desirable.
- (xx) 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.

- (xxi) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account any property or assets of the Company.
- (xxii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions for such amount and payable in such place and manner and to such person as the Company shall think fit including in the power aforesaid (and without prejudice to its terms) the power to issue as primary or collateral or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities of any kind over the whole or any part of its assets present or future (including uncalled capital) as the Company shall think fit.
- (xxiii) To lend money and give credit to, to take security for such loans or credit including (so far as may be lawful) its own shares and to guarantee and become or give security for the performance of contracts by and act as bankers for any person firm or company upon such terms as the Company shall think fit.
- (xxiv) To invest lend or otherwise deal with un-employed moneys in such manner and upon such terms as may be thought fit and to vary investments.
- (xxv) To acquire and hold, sell, mortgage or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxvi) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments.
- (xxvii) To promote any company to acquire the whole or any part of the assets or liabilities

of the Company or for any other purpose which may seem desirable in the interests of the Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such company.

- (xxviii) To grant donations, pensions, annuities, allowances, gratuities, benefits, emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons to set up, establish, support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, political, literary, religious or charitable institutions or trade societies whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (xxix) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (xxx) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company with or without any preferred or special rights or privileges or by the issue of debentures, notes or other securities with or without special rights or privileges.
- (xxxi) To pay the costs and expenses of or incidental to the promotion and establishment

of the Company or to contract for the payment of the same in whole or in part by others.

- (xxxii) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
- (xxxiii) To act as or through trustees, agents, secretaries, managers, brokers, or sub-contractors and to perform the duties of any office undertaken by the Company.
- (xxxiv) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for shares, debentures or other securities of other companies.
- (xxxv) To procure the Company to be registered or recognised in any overseas country or place and to exercise any part of the objects or powers aforesaid in any part of the world.
- (xxxvi) To distribute among the Members any assets of the Company in specie but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (xxxvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (xxxviii) The objects set forth in any paragraph of this Clause shall not except where the context so requires be limited or restricted by reference to or inference from any other paragraph or by the name of the Company and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100. divided into 100 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 this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>M. J. Stevens</i> <i>Margaret Mrs Stevens</i> <div data-bbox="373 808 751 943" style="border: 1px solid black; padding: 2px;">34 South Merton Street, London. W14 2BP.</div> <i>Clark</i></p>	<p>ONE</p>
<p><i>Widow J. Stevens</i> <div data-bbox="389 1263 767 1397" style="border: 1px solid black; padding: 2px;">34 South Merton Street, London. W14 2BP.</div> <i>Secretary</i></p>	<p>ONE</p>

DATED the 25th day of May 1982

WITNESS to the above signatures :

W. E. Jackson

34 South Merton Street,
London. W14 2BP.

Secretary

COMPANY LIMITED BY SHARES.

Articles of Association

OF

STOCKORANGE LIMITED

PRELIMINARY

1. The regulations contained in Part I in the First Schedule to the Companies Act 1948 as amended (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 75, 76, 77, 78, 79, 84(2), 86, 87, 89, 90, 91, 92, 93, 119, 123, 126 and 136 contained in Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967, "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981".

SHARE CAPITAL

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

5. Section 17 of the 1980 Act shall not apply to the Company. Save as provided by contract or these Articles to the contrary and subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper during the period of five years from the date of incorporation of the Company and to the

maximum amount of £1 million (when taken together with the securities referred to in Article 21 of these Articles) but so that no shares shall be allotted to the public or issued at a discount contrary to Sections 15 and 21 of the 1980 Act.

6. In regulation 3 of Table A the words "with the sanction of an Ordinary Resolution" and the words "by Special Resolution" shall be deemed to be deleted.

7. Subject to the provisions of Part III of the 1981 Act the Company may issue redeemable shares and purchase and redeem its own shares and payment for any such purchase or redemption may (without limiting the generality of this Article) be made otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

8. In regulation 11 of Table A as amended the words and brackets "(not being a fully paid share)" shall be deemed to be deleted and the following words shall be deemed to be inserted before the words "but the Directors may" namely:- "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company;".

9. In regulation 15 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 deemed to be deleted.

10. In regulation 18 of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

12. In regulation 22 of Table A the words "and transferee" shall be deemed to be deleted.

13. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

16. Regulation 52 of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 54 of Table A (as amended) shall be deemed to be amended by the addition of the following words at the end thereof:- "and if at the adjourned meeting a quorum is not present within one half an hour from the time appointed for the meeting, the Member or Members present in person or by proxy shall be a quorum".

18. Regulation 58 of Table A (as amended) shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

19. The following words shall be deemed to be inserted at the end of Regulation 73A of Table A:-

"Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be

sufficient if made by one of its directors or by its duly authorised representative".

20. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money, and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party: Provided that subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act relevant securities (as defined in that Section) issued in accordance with this Regulation (when taken together with the shares referred to in Article 5 of these Articles) shall not during the period of five years from the date of incorporation of the Company exceed a maximum amount of £1 million.

DIRECTORS

22. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

23. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

24. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

25. Each Director may by writing under his hand nominate another Director or with the approval of a

majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards 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 whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

26. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company :-

"I,
"a Director of this Company in pursuance of the
"power in that behalf contained in the Articles of
"Association of the Company do hereby nominate and
"appoint
"
"of
"to act as alternate Director in my place at any
"meeting of the Directors which I am unable to
"attend and to exercise all my duties as a Director
"of the Company.

"AS WITNESS my hand this day of
"19 ."

27. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum

as the Company in General Meeting shall from time to time determine.

28. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

29. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

30. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

31. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other

office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

32. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of the names of Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

33. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

34. In regulation 94 of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

35. In regulation 95 of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

36. In regulation 97 of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

PROCEEDINGS OF DIRECTORS

37. In regulation 99 of Table A the words "and unless so fixed shall be two" shall be deemed to be deleted.

38. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such

resolution may consist of several documents in the like form each signed by one or more directors.

39. In regulation 107 of Table A the words from and including "a Director so appointed" to the end of the regulation shall be deemed to be deleted and the words "Such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

40. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

41. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

42. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors' reports as are provided for in Sections 150 and 157 of the Act Sections 16 to 20 of the 1967 Act, the 1976 Act, the 1980 Act, and the 1981 Act.

AUDIT

43. In regulation 130 of Table A the words "the 1980 Act" shall be deemed to be inserted after the figures "1976".

NOTICES

44. In regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

45. In regulation 134 of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

46. In regulation 135 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".

INDEMNITY

47. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. J. Stevens
Margaret M. Stevens

34 South Milton Street,
Lent, N. York 23P.

Clerk

Mildred J. Stevens

34 South Milton Street,
Lent, N. York 23P.

Secretary

DATED the 25th day of May 1982

WITNESS to the above signatures :

W. E. Jackson

34 South Milton Street,
Lent, N. York 23P.

Secretary

1

THE COMPANIES ACTS 1948 TO 1976

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

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

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1647160

Name of Company

STOCKORANGE

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below34 South Molton Street,
London. W1Y 2BP.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

HARBOTTLE & LEWIS,
34 South Molton Street
London, W1Y 2BPIf 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 statementPresenter's name, address and
reference (if any): 2/22HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BPFor 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) JOHN BRIAN STUTTER		Business occupation
		SOLICITOR
Former name(s) (note 3)		Nationality
		BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)	
34 South Molton Street,		
London. W1Y 2BP.		
Particulars of other directorships (note 5)		
SEE ATTACHED LIST		
I hereby consent to act as director of the company named on page 1		
Signature <i>John Stutter</i>		Date 25th May, 1982

Name (note 2) COLIN MARGETSON HOWES		Business occupation
		SOLICITOR
Former name(s) (note 3)		Nationality
		BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)	
34 South Molton Street,		
London. W1Y 2BP.		
Particulars of other directorships (note 5)		
SEE ATTACHED LIST		
I hereby consent to act as director of the company named on page 1		
Signature <i>Colin Howes</i>		Date 25th May, 1982

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

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:

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.

Name (notes 2 & 7)	
MARGARET IRIS STEVENS	
Former name(s) (note 3)	
Address (notes 4 & 7)	
34 South Molton Street, London. W1Y 2BP.	
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>M. I. Stevens</i> Date 25th May, 1982

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 *Harbottle & Lewis* [Subscribers] [Agent]† Date 25th May, 1982

Signature ~~xxxx~~ [Subscribers] [Agent]† Date

LIST OF DIRECTORSHIPS

J.B.STUTTER

Bamore Film Productions Limited
Charisma Holdings Limited

Des O'Connor Music Company Limited

Des O'Connor Recordings Limited

FAP-First Artists Films Limited

Flecklynn Limited
Front Page Music Limited
Greenlyn (International) Limited

Greenlyn (UK) Limited

Hal Nominees Limited

Hal Services (Westminster)

Hemisphere Productions Limited

L'Atelier-Art Editions Limited

Macaulay Music Limited

Markoua Limited

Pudding Music Company Limited

Roger Moore & Co
Silhouette Film Productions Limited

Seahouse Productions Limited

Stan & Babe Music Limited

T. Mac Music Limited

Aries Film Productions Limited

Aconite Music Limited

Amirsadeghi Editions Limited

Arya Film Productions Limited

Bumble Productions Limited

Boundless Music Limited

City Records Limited

Catbird Productions Limited

Cranebill Music Limited

East India Film Company Limited

Infinite Music Limited

Lute Film Productions Limited

Mulberry Productions Limited

Ortolan Productions Limited

Tony Roberts Music Limited

Whinchat Music Limited
Whit Star Music Limited

LIST OR DIRECTORSHIPS

C.M.HOWES

Bumble Productions Limited

Cathird Productions Limited

Marjoram Productions Limited
Mayweed Productions Limited

Sedge Productions Limited

Windflower Productions Limited

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1647160

I hereby certify that

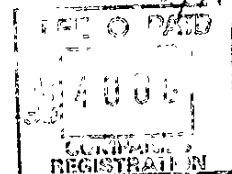
STOCKORANGE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 28TH JUNE 1982

A handwritten signature in black ink, appearing to be 'R. Wilson', written over a horizontal line.

Assistant Registrar of Companies



17.8.83

Number of Company } 1647160 7/6

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

STOCKORANGE

LIMITED

Passed 10th August, 1983.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

34 SOUTH MOLTON STREET,

LONDON, W1Y 2BP

on the 10th day of August, 1983, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

THAT the name of the Company be changed to ~~STOCKORANGE~~ **MUSIC LIMITED**

Signature

John Rowe

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.-To be filed within 15 days after the passing of the Resolution(s).

oyez

The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

F2344 9-82

Companies 7

NW/340/009858.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1647160 | 7

I hereby certify that

STOCKORANGE LIMITED

having by special resolution changed its name, is now
incorporated under the name of

10 MUSIC LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2ND SEPTEMBER 1983

O. Chamberlain
MISS O. CHAMBERLAIN

an authorised officer

A

Please do not
write in this
binding margin



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

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

Form No. 3

3

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

1647160

Name of company

10 MUSIC LIMITED

formerly

STOCKORANGE

Limited *

*delete if
inappropriate

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:

Day Month

3	1	0	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	0	1	1	9	8	4
---	---	---	---	---	---	---	---

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 Virgin Music (Publishers) Ltd

, company number 1082337

the accounting reference date of which is 31st January

§delete as
appropriate

Signed *[Signature]* [Director] [Secretary] § Date 8th December, 1983

Presenter's name, address and
reference (if any): 2/36/22

Harbottle & Lewis
34 South Molton Street
London W1Y 2BP

For official use
General section

Post room



1647160

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

I HEREBY CERTIFY that this is a true
copy of the Memorandum & Articles of
Association of the Company altered
to the new name of the Company.
DATED 7th day of September, 1983

.....
Secretary

Memorandum
and
Articles of Association

10 MUSIC LIMITED

Incorporated the 28th day of June 1982

HARBOTTLE & LEWIS,
34 South Molton Street,
London, W1Y 2BP

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1647160

I hereby certify that

STOCKORANGE LIMITED

is this day incorporated under the Companies Acts
1948 to 1981 as a private company and that the
Company is limited.

Given under my hand at Cardiff the 28th June 1982

E. A. Wilson

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

10 MUSIC LIMITED

1. The name of the Company is 10 MUSIC LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (i) To carry on all or any of the businesses of music printers and music publishers, to exploit copyrights in musical works and copyright assets generally, to make manufacture and exploit sound recordings, records, sound recording and reproducing equipment and instruments and equipment of every description suitable for the exploitation of copyright assets, to carry on all or any of the businesses of engravers, publishers, arrangers, dealers, newspaper, journal, book, periodical, picture and magazine publishers and proprietors, printers, booksellers, lithographers, stereotypers, stationers, dealers in organs, pianos, violins and musical instruments of every description and cases and necessities, parts and fittings therefor, and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.
 - (ii) To carry on all or any of the businesses

of manufacturers, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters, importers, retailers, distributors, publishers, agents and dealers of and in gramophone records, magnetised tapes, audio-visual devices, tape recorders, wireless, television, telegraphic and telephonic, cinematograph, photographic and phonographic apparatus, equipment and appurtenances connected with the co-ordination and synchronisation of moving pictures and sounds and mechanical processes sound and talking machines and films, records, accessories, appliances, devices, requisites, contrivances and things of every kind whereby sound or vision of every description is or may be recorded, amplified, produced, reproduced, transmitted or received.

- (iii) To make and produce motion pictures and cinematograph films, television films and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce plays, ballets, operas, operettas, revues, variety performances, concerts, radio, television and diffusion service programmes, circuses, lectures, readings, recitals, exhibitions and entertainments and dramatic, musical and artistic performances and exhibitions of any description.
- (iv) To buy, provide finance facilities or services for and to sell, license, let on hire, distribute, exhibit or perform motion pictures, cinematograph films, television films, recordings (both in vision and in sound) or any constituent part thereof in cinemas, theatres, halls or homes or any other place or by radio broadcasting or television or on a diffusion service or by any other means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright, exhibition or performance rights or any other rights which can be acquired therein.
- (v) To purchase or otherwise acquire and obtain and to hold, develop, turn to account, deal with, sell, exchange, lease, hire and mortgage or charge either alone or jointly with others any interest or right of copyright in or of representation of, or any other right capable of being acquired in literary, dramatic, musical, operatic, balletic, photographic, pictorial or artistic works of every description.

- (vi) To carry on all or any of the businesses of proprietors, lessees or managers of theatres, music halls and all places of amusement, recreation or entertainment, to own or manage, provide, finance facilities or services for cinemas, diffusion services, toll television and toll radio services and any other service, means or device now known or hereafter to be invented or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (vii) To provide for the distribution, representation, performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by means now or hereafter to become known and the distribution, representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (viii) To enter into agreements with or otherwise acquire the services or works or creations or products of the services or otherwise of producers, directors, writers, authors, lyricists, musicians, script writers, choreographers, composers, photographers, artists, designers, actors and actresses and performers of every description, to purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof any copyrights, trade-marks, patents, protections, concessions, secret or other information or rights as to any story, idea or invention which may appear likely to be advantageous to the Company and to use, exercise, develop and turn the same to account and to make or manufacture under or grant licences, options or privileges in respect of and to expend money in experimenting upon and testing the same, and in developing, improving or seeking to develop or improve the same and ideas, rights or inventions of whatsoever nature.
- (ix) To engage, employ, enter into agreements with and supply the services of or to act as agents for the engaging, employing and supplying of services of artistes, technicians, actors, singers, dancers and acrobats, variety performers, lecturers,

writers, authors, lyricists, dramatists, composers, conductors, musicians, instructors or entertainers, electrical, electronic and mechanical and recording engineers of any description and to enter into contracts with any artistes or persons or companies (either theatrical, cinematograph, radio, television, electrical, electronic, mechanical, engineering, recording or otherwise) for the purpose of making, producing, recording or otherwise, records, gramophones, talking machines, photographic or cinematographic records, pictures or films or any mechanically or electrically produced record or picture and for the production and representation or recording or reproduction of scenarios, film plays, photographs, stage plays, television plays, radio plays, operas, burlesques, vaudevilles, pantomimes, songs, ballets, concerts, exhibitions, variety entertainments, musical instructive or illustrational performances and entertainments and amusements of any kind and description.

- (x) To carry on the business of theatre ticket and travel agents, staff agents and literary artistes, film, variety and television agents and managers and producers of all kinds.
- (xi) To purchase, lease or otherwise acquire and own and to equip, use, hire, sublet and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes or the making of sound recordings for the purpose of the Company or of others.
- (xii) To manufacture, buy, hire or sell cameras, lamps, recording apparatus and electrical and other equipment used in photography or for the production of cinematograph or television films or radio programmes or other entertainments of every size and kind or for their performance or reception.
- (xiii) To carry on the business of vendors of wholesale and retail goods of any kind and of restaurant, refreshment room, hotel, tavern, inn, dance hall, discotheque, coffee bar and lodging house keepers or

proprietors, licensed victuallers and
tobacconists.

- (xiv) To organise or to be proprietors of clubs, societies or associations.
- (xv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body carrying on any business within the objects of the Company or whose business or any part of whose business may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (xvi) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvii) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools or works of any description or to contribute to the costs thereof as may seem desirable.
- (xviii) To carry on any other business whether subsidiary or not which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xix) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation, sharing profits or losses, mutual assistance or other working arrangements as may seem desirable.
- (xx) 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.

- (xxi) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account any property or assets of the Company.
- (xxii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions for such amount and payable in such place and manner and to such person as the Company shall think fit including in the power aforesaid (and without prejudice to its terms) the power to issue as primary or collateral or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities of any kind over the whole or any part of its assets present or future (including uncalled capital) as the Company shall think fit.
- (xxiii) To lend money and give credit to, to take security for such loans or credit including (so far as may be lawful) its own shares and to guarantee and become or give security for the performance of contracts by and act as bankers for any person firm or company upon such terms as the Company shall think fit.
- (xxiv) To invest lend or otherwise deal with unemployed moneys in such manner and upon such terms as may be thought fit and to vary investments.
- (xxv) To acquire and hold, sell, mortgage or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxvi) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments.
- (xxvii) To promote any company to acquire the whole or any part of the assets or liabilities

of the Company or for any other purpose which may seem desirable in the interests of the Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such company.

- (xxviii) To grant donations, pensions, annuities, allowances, gratuities, benefits, emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons to set up, establish, support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, political, literary, religious or charitable institutions or trade societies whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (xxix) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (xxx) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company with or without any preferred or special rights or privileges or by the issue of debentures, notes or other securities with or without special rights or privileges.
- (xxxi) To pay the costs and expenses of or incidental to the promotion and establishment

of the Company or to contract for the payment of the same in whole or in part by others.

- (xxxii) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
 - (xxxiii) To act as or through trustees, agents, secretaries, managers, brokers, or sub-contractors and to perform the duties of any office undertaken by the Company.
 - (xxxiv) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for shares, debentures or other securities of other companies.
 - (xxxv) To procure the Company to be registered or recognised in any overseas country or place and to exercise any part of the objects or powers aforesaid in any part of the world.
 - (xxxvi) To distribute among the Members any assets of the Company in specie but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
 - (xxxvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
 - (xxxviii) The objects set forth in any paragraph of this Clause shall not except where the context so requires be limited or restricted by reference to or inference from any other paragraph or by the name of the Company and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.
4. The liability of the Members is limited.
5. The Share Capital of the Company is £100. divided into 100 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 this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MARGARET IRIS STEVENS 34 South Molton Street London W1Y 2BP. Clerk.	ONE
LINDSEY PICKERING 34 South Molton Street London W1Y 2BP. Secretary	ONE

DATED the 25th day of May 1982.

WITNESS to the above signatures:

W. E. JACKSON
34 South Molton Street,
London, W1Y 2BP.
Secretary.

THE COMPANIES ACTS, 1948 to 1981.

COMPANY LIMITED BY SHARES.

Articles of Association
OF

10 MUSIC LIMITED

PRELIMINARY

1. The regulations contained in Part I in the First Schedule to the Companies Act 1948 as amended (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 75, 76, 77, 78, 79, 84(2), 86, 87, 89, 90, 91, 92, 93, 119, 123, 126 and 136 contained in Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Table A the following definition shall be deemed to be inserted: "'the 1967 Act" means the Companies Act 1967, "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981".

SHARE CAPITAL

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

5. Section 17 of the 1980 Act shall not apply to the Company. Save as provided by contract or these Articles to the contrary and subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper during the period of five years from the date of incorporation of the Company and to the

maximum amount of £1 million (when taken together with the securities referred to in Article 21 of these Articles) but so that no shares shall be allotted to the public or issued at a discount contrary to Sections 15 and 21 of the 1980 Act.

6. In regulation 3 of Table A the words "with the sanction of an Ordinary Resolution" and the words "by Special Resolution" shall be deemed to be deleted.

7. Subject to the provisions of Part III of the 1981 Act the Company may issue redeemable shares and purchase and redeem its own shares and payment for any such purchase or redemption may (without limiting the generality of this Article) be made otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

8. In regulation 11 of Table A as amended the words and brackets "(not being a fully paid share)" shall be deemed to be deleted and the following words shall be deemed to be inserted before the words "but the Directors may" namely:- "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company;".

9. In regulation 15 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 deemed to be deleted.

10. In regulation 18 of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

12. In regulation 22 of Table A the words "and transferee" shall be deemed to be deleted.

13. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

16. Regulation 52 of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 54 of Table A (as amended) shall be deemed to be amended by the addition of the following words at the end thereof:- "and if at the adjourned meeting a quorum is not present within one half an hour from the time appointed for the meeting, the Member or Members present in person or by proxy shall be a quorum".

18. Regulation 58 of Table A (as amended) shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

19. The following words shall be deemed to be inserted at the end of Regulation 73A of Table A:-

"Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be

sufficient if made by one of its directors or by its duly authorised representative".

20. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money, and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party: Provided that subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act relevant securities (as defined in that Section) issued in accordance with this Regulation (when taken together with the shares referred to in Article 5 of these Articles) shall not during the period of five years from the date of incorporation of the Company exceed a maximum amount of £1 million.

DIRECTORS

22. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

23. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

24. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

25. Each Director may by writing under his hand nominate another Director or with the approval of a

majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards 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 whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

26. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company :-

"I,
"a Director of this Company in pursuance of the
"power in that behalf contained in the Articles of
"Association of the Company do hereby nominate and
"appoint
"
"of
"to act as alternate Director in my place at any
"meeting of the Directors which I am unable to
"attend and to exercise all my duties as a Director
"of the Company.

"AS WITNESS my hand this day of
"19 ."

27. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum

as the Company in General Meeting shall from time to time determine.

28. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

29. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

30. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

31. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other

office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

32. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of the names of Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

33. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

34. In regulation 94 of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

35. In regulation 95 of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

36. In regulation 97 of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

PROCEEDINGS OF DIRECTORS

37. In regulation 99 of Table A the words "and unless so fixed shall be two" shall be deemed to be deleted.

38. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such

resolution may consist of several documents in the like form each signed by one or more directors.

39. In regulation 107 of Table A the words from and including "a Director so appointed" to the end of the regulation shall be deemed to be deleted and the words "Such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

40. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

41. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

42. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors' reports as are provided for in Sections 150 and 157 of the Act Sections 16 to 20 of the 1967 Act, the 1976 Act, the 1980 Act, and the 1981 Act.

AUDIT

43. In regulation 130 of Table A the words "the 1980 Act" shall be deemed to be inserted after the figures "1976".

NOTICES

44. In regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.
45. In regulation 134 of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

46. In regulation 135 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".

INDEMNITY

47. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARGARET IRIS STEVENS
34 South Molton Street
London W1Y 2BP.
Clerk.

LINDSEY PICKERING
34 South Molton Street
London W1Y 2BP.
Secretary.

DATED the 25th day of May 1982.

WITNESS to the above signatures :

W. E. JACKSON
34 South Molton Street,
London, W1Y 2BP.
Secretary.

Company Number 1647160

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of 10 MUSIC LIMITED

PASSED the 24th day of January 1985

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held
533/579 Harrow Road London W10
at ~~the Registered Office of the Company~~, the subjoined SPECIAL RESOLUTION was duly
passed, viz:-

THAT the Regulation contained in the photocopied document
submitted to this meeting and for the purposes of identification
subscribed by the Chairman hereof. be adopted and approved as
the Articles of Association of the Company in substitution for
and to the exclusion of all existing Articles thereof.

K. Susanna Hayle

~~CHAIRMAN~~. Assistant Secretary



164-7160

HARBOTTLE & LEWIS,
34 South Molter Street,

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 1647160

I hereby certify that

STOCKORANGE LIMITED

is this day incorporated under the Companies Acts 1948
to 1981 as a private company and that the Company is
limited.

Given under my hand at Cardiff the 28th June 1982.

E. A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1647160

I hereby certify that

STOCKORANGE LIMITED

having by special Resolution changed its name, is now
incorporated under the name of

10 MUSIC LIMITED.

Given under my hand at the Companies Registration
Office, Cardiff the 2nd September 1983.

MISS O. CHAMBERLAIN

an authorised officer

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

10 MUSIC LIMITED

1. The name of the Company is 10 MUSIC LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) To carry on all or any of the businesses of music printers and music publishers, to exploit copyrights in musical works and copyright assets generally, to make manufacture and exploit sound recordings, records, sound recording and reproducing equipment and instruments and equipment of every description suitable for the exploitation of copyright assets, to carry on all or any of the businesses of engravers, publishers, arrangers, dealers, newspaper, journal, book, periodical, picture and magazine publishers and proprietors, printers, booksellers, lithographers, stereotypers, stationers, dealers in organs, pianos, violins and musical instruments of every description and cases and necessities, parts and fittings therefor, and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.

- (ii) To carry on all or any of the businesses of manufacturers, designers, consultants, experts, buyers, sellers, hirers, renters, repairers, exporters, importers, retailers, distributors, publishers, agents and dealers of and in gramophone records, magnetised tapes, audio-visual devices, tape recorders, wireless, television, telegraphic and telephonic, cinematograph, photographic and phonographic apparatus, equipment and appurtenances connected with the co-ordination and synchronisation of moving pictures and sounds and mechanical processes sound and talking machines and films, records, accessories, appliances, devices, requisites, contrivances and things of every kind whereby sound or vision of every description is or may be recorded, amplified, produced, reproduced, transmitted or received.
- (iii) To make and produce motion pictures and cinematograph films, television films and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce plays, ballets, operas, operettas, revues, variety performances, concerts, radio, television, and diffusion service programmes, circuses, lectures, readings, recitals, exhibitions and entertainments and dramatic, musical and artistic performances and exhibitions of any description.
- (iv) To buy, provide finance facilities or services for and to sell, license, let on hire, distribute, exhibit or perform motion pictures, cinematograph films, television films, recordings (both in vision and in sound) or any constituent part thereof in cinemas, theatres, halls or homes or any other place or by radio broadcasting or television or on a diffusion service or by any other means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright, exhibition or performance rights or any other rights which can be acquired therein.
- (v) To purchase or otherwise acquire and obtain and to hold, develop, turn to account, deal with, sell, exchange, lease, hire and

mortgage or charge either alone or jointly with others any interest or right of copyright in or of representation of, or any other right capable of being acquired in literary, dramatic, musical, operatic, balletic, photographic, pictorial or artistic works of every description.

- (vi) To carry on all or any of the businesses of proprietors, lessees or managers of theatres, music halls and all places of amusement, recreation or entertainment, to own or manage, provide, finance facilities or services for cinemas, diffusion services, toll television and toll radio services and any other service, means or device now known or hereafter to be invented or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (vii) To provide for the distribution, representation, performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by means now or hereafter to become known and the distribution, representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (viii) To enter into agreements with or otherwise acquire the services or works or creations or products of the services or otherwise of producers, directors, writers, authors, lyricists, musicians, script writers, choreographers, composers, photographers, artists, designers, actors and actresses and performers of every description, to purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof any copyrights, trademarks, patents, protections, concessions, secret or other information or rights as to any story, idea or invention which may appear likely to be advantageous to the Company and to use, exercise, develop and turn the same to account and to make or manufacture under or grant licences, options or privileges in

respect of and to expend money in experimenting upon and testing the same, and in developing, improving or seeking to develop or improve the same and ideas, rights or inventions of whatsoever nature.

- (ix) To engage, employ, enter into agreements with and supply the services of or to act as agents for the engaging, employing and supplying of services of artistes, technicians, actors, singers, dancers and acrobats, variety performers, lecturers, writers, authors, lyricists, dramatists, composers, conductors, musicians, instructors or entertainers, electrical, electronic and mechanical and recording engineers of any description and to enter into contracts with any artistes or persons or companies (either theatrical, cinematograph, radio, television, electrical electronic, mechanical, engineering, recording or otherwise) for the purpose of making, producing, recording or otherwise, records, gramophones, talking machines, photographic or cinematographic records, pictures or films or any mechanically or electrically produced record or picture and for the production and representation or recording or reproduction of scenarios, film plays, photographs, stage plays, television plays, radio plays, operas, burlesques, vaudevilles, pantomimes, songs, ballets, concerts, exhibitions, variety entertainments, musical instructive or illustrational performances and entertainments and amusements of any kind and description.
- (x) To carry on the business of theatre ticket and travel agents, staff agents and literary artistes, film, variety and television agents and managers and producers of all kinds.
- (xi) To purchase, lease or otherwise acquire and own and to equip, use, hire, sublet and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes or the making of sound recordings for the purpose of the Company or of others.
- (xii) To manufacture, buy, hire or sell cameras, lamps, recording apparatus and electrical and

other equipment used in photography or for the production of cinematograph or television films or radio programmes or other entertainments of every size and kind or for their performance or reception.

- (xiii) To carry on the business of vendors of wholesale and retail goods of any kind and of restaurant, refreshment room, hotel, tavern, inn, dance hall, discotheque, coffee bar and lodging house keepers or proprietors licensed victuallers and tobacconists.
- (xiv) To organise or to be proprietors of clubs, societies or organisations.
- (xv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body carrying on any business within the objects of the Company or whose business or any part of whose business may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (xvi) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvii) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools or works of any description or to contribute to the costs thereof as may seem desirable.
- (xviii) To carry on any other business whether subsidiary or not which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xix) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction

within the objects of the Company and to enter into such arrangements for co-operation, sharing profits or losses, mutual assistance or other working arrangements as may seem desirable.

- (xx) 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.
- (xxi) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account any property or assets of the Company.
- (xxii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions for such amount and payable in such place and manner and to such person as the Company shall think fit including in the power aforesaid (and without prejudice to its terms) the power to issue as primary or collateral or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities of any kind over the whole or any part of its assets present or future (including uncalled capital) as the Company shall think fit.
- (xxiii) To lend money and give credit to, to take security for such loans or credit including (so far as may be lawful) its own shares and to guarantee and become or give security for the performance of contracts by and act as bankers for any person firm or company upon such terms as the Company shall think fit.
- (xxiv) To invest lend or otherwise deal with unemployed moneys in such manner and upon such terms as may be thought fit and to vary investments.

- (xxv) To acquire and hold, sell, mortgage or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxvi) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (xxvii) To promote any company to acquire the whole or any part of the assets or liabilities of the Company or for any other purpose which may seem desirable in the interests of the Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such company.
- (xxviii) To grant donations, pensions, annuities, allowances, gratuities, benefits, emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons to set up, establish, support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, political, literary, religious or charitable institutions or trade societies whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

- (xxix) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (xxx) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company with or without any preferred or special rights or privileges or by the issue of debentures, notes or other securities with or without special rights or privileges.
- (xxxi) To pay the costs and expenses of or incidental to the promotion and establishment of the Company or to contract for the payment of the same in whole or in part by others.
- (xxxii) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
- (xxxiii) To act as or through trustees, agents, secretaries, managers, brokers, or sub-contractors and to perform the duties of any office undertaken by the Company.
- (xxxiv) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for shares, debentures or other securities of other companies.
- (xxxv) To procure the Company to be registered or recognised in any overseas country or place and to exercise any part of the objects or powers aforesaid in any part of the world.
- (xxxvi) To distribute among the Members any assets of the Company in specie but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (xxxvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(xxxviii) The objects set forth in any paragraph of this Clause shall not except where the context so requires be limited or restricted by reference to or inference from any other paragraph or by the name of the Company and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.

4. The liability of the Members is limited.

* 5. The Share Capital of the Company is £100. divided into 200 shares of 50p each.

* as altered by Ordinary Resolution passed on the 29th day of August, 1983.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MARGARET IRIS STEVENS 34 South Molton Street London W1Y 2BP. Clerk.	ONE
LINDSEY PICKERING 34 South Molton Street London W1Y 2BP. Secretary.	ONE

DATED the 25th day of May 1982.

WITNESS to the above signatures:

W. E. JACKSON
34 South Molton Street,
London, W1Y 2BP.

Secretary.

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a Company
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Company Number 1647160

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by each
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THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

10 MUSIC LIMITED

PASSED the 24th day of January 1985

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 533/579 Harrow Road London W10 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

THAT the Regulation contained in the photocopied document submitted to this meeting and for the purposes of identification subscribed by the Chairman hereof, be adopted and approved as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

K. Susanna Hoyle

Assistant Secretary

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

10 MUSIC LIMITED

(Adopted by Special Resolution
passed the 24th January 1985)

PRELIMINARY

1. The regulations contained in Part I and regulations in the First Schedule to the Companies Act, 1948 as amended (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 23, 24, 53, 75, 76, 77, 78, 86, 87, 89, 90, 91, 92, 93, 99, 119, 123, 126 and 136 contained in Table A shall not apply to the Company.

INTERPRETATION

3. In Regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967, "the 1976 Act" means the Companies Act 1976, "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981.

SHARE CAPITAL

4. The share capital of the Company is £100 divided into 200 Shares of 50p each.

5. Save as provided by contract or these Articles to the contrary and subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such person at such times and generally on such terms as they think proper during the period of five years from the date of incorporation of the Company and to the maximum amount of £1 million (when taken together with the securities referred to in Article 21 of the Articles) but so that no shares shall be allotted to the public or issued at a discount contrary to Sections 15 and 21 of the 1980 Act.

6. Subject to the provisions of Part III of the 1981 Act the Company may issue redeemable shares and purchase and redeem its own shares and payment for any such purchase or redemption may (without limiting the generality of this Article) be made otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

7. In regulation 11 of Table A as amended the words and brackets "(not being a fully paid share)" shall be deemed to be deleted and the following words shall be deemed to be inserted before the words "but the Directors may" namely:- "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company;".

8. 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 deemed to be deleted.

9. In regulation 18 of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

10. In regulation 21 of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

TRANSFER OF SHARES

11. In regulation 22 of Table A the words "and transferee" shall be deemed to be deleted.

12. (a) The Directors shall, subject to paragraph (c) of this Regulation register the transfer of any share
- (i) to any other Member of the Company
 - (ii) (subject to the approval of Mr R H Dilsmore-Griffiths (hereinafter called "RHDG") which approval is not to be unreasonably withheld) from Virgin Music (Publishers) Ltd (hereinafter called "Virgin") or its successor in title or to another Company which is a wholly owned subsidiary of the same parent company each such other company being herein referred to as an "associated company". If any associated company ceases to have the appropriate relationship with Virgin it will forthwith re-transfer such shares to Virgin.
- (b) Notwithstanding the provisions of this Regulation, the Directors may decline to register any transfer which would otherwise be permitted hereunder if it is a transfer:-
- (i) of a share on which the Company has a lien;
 - (ii) of a share (not being a fully paid share) to a person of whom they shall not approve;
 - (iii) of a share (whether or not it is fully paid) made pursuant to paragraph (i) below.
- (c) Save where a transfer is made pursuant to paragraph (a) above any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or Members willing to purchase the same (hereinafter

called "the purchasing Member") at the price specified therein or at the fair value certified in accordance with paragraph (e) below (whichever shall be the lower). A transfer notice shall be revocable except with the sanction of the Directors.

- (d) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the offer notice, provided that if a certificate of valuation is requested under paragraph (e) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members. For the purpose of this Regulation an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claim for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportion or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.

- (e) Any Member may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company (or at the discretion of the Auditors, a person nominated by the President for the time being of the Institute of Chartered Accountants in the Country of the situation of its Registered Office) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the Auditor to certify as aforesaid and the costs of such valuation shall be apportioned among the proposing transferor and the purchasing Members or borne by any one or more of them as the Auditor in his absolute discretion shall decide. In certifying fair value as aforesaid the Auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this Regulation the fair value of each share comprised in the transfer notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the transfer notice.
- (f) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (d) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferor

specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing members.

- (g) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member. The Company shall pay the purchase money into a separate bank account.
- (h) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (f) above, he shall, during the period of thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (b) above to transfer all or any of the shares comprised in the transfer notice to any persons.
- (i) A person entitled to a share in consequence of the bankruptcy of a member shall be bound at any time if and when called upon by the Directors so to do to give a transfer notice of all the shares then registered in the name of the member who is bankrupt.
- (j) A person entitled to a share in consequence of the death of a member or the personal representatives of a deceased member as the case may be must before the expiration of six months from the date of such death give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death.
- (k) Subject to the terms of any agreement to the contrary between the members of the Company if a member holding less than 50% of the issued shares of the Company who is employed by the Company shall cease to be so employed he shall be bound at any time if and when called upon by the Directors so to do to give

a transfer notice of all the shares then registered in his name.

- (1) If a member disposes of any interest in shares registered in his name (other than by way of transfer in accordance with this regulation) he shall be bound at any time if and when called upon by the Directors so to do to give a transfer notice of all the shares affected by the disposal.
- (m) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a transfer notice is required to be given hereunder the Directors may from time to time require any member or the legal personal representatives of any deceased member or any person named as transferee in any transfer lodged for registration to any person whom they have reasonable grounds for believing to have information concerning dealings with or interest in shares of the Directors may think fit regarding any matter which they may deem relevant to such purpose and may further require such information and evidence to be in the form of a statutory declaration. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by notice in writing that a transfer notice be given in respect of the shares concerned. If such information or evidence discloses that a transfer notice ought to have been given in respect of any shares the Directors may by notice in writing require that a transfer notice be given in respect of the shares concerned.
- (n) In any case where under the provisions of these presents the Directors have made a request for a transfer notice to be given within a specified period of not less than one month such transfer notice shall be deemed to have been given at the expiration of such period and the provisions of this Article shall take effect accordingly but no such period shall be less than 21 days.

REGISTERS

13. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

14. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

GENERAL MEETINGS

15. Regulation 52 of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration of the Directors" were inserted after the words "in the place of those retiring".

16. Regulation 54 of Table A (as amended) shall be deemed to be amended by the addition of the following words at the end thereof:- "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting a further adjourned meeting may be held within 28 days of the adjourned meeting by giving 21 days notice in writing and if at the further adjourned meeting a quorum is not present within one half an hour from the time appointed for the meeting, the Member or Members present in person or by proxy shall be a quorum".

17. Regulation 58 of Table A (as amended) shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraphs inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

18. The following words shall be deemed to be inserted at the end of Regulation 73A of Table A:-

"Any such resolution may consist of several

documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representatives".

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow money, and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party: Provided that subject to further authorisation of the Company given by Ordinary Resolution in accordance with Section 14 of the 1980 Act relevant securities (as defined in that Section) issued in accordance with this Regulation (when taken together with the shares referred to in Article 5 of these Articles) shall not during the period of five years from the date of incorporation of the Company exceed a maximum amount of £1 million.

DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or any other person to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards 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 whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company:-

"I, _____ a Director of
"this Company in pursuance of the power in that behalf
"contained in the Articles of Association of the
"Company do hereby nominate and appoint
" _____ of
" _____ to act as alternate Director in my
"place at any meeting of the Directors which I am
"unable to attend and to exercise all my duties as a
"Director of the Company.

"AS WITNESS my hand this _____ day of _____ 19 ____."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors

shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up to establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable

for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose:-

- (A) of the names of the Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

PROCEEDINGS OF DIRECTORS

36. (a) In regulation 98 of Table A the words "It shall not be necessary to give notice of a meeting to any director for the time being absent from the United Kingdom" shall be deemed to be deleted.

(b) In regulation 99 of Table A the words "and unless so fixed shall be two" shall be deemed to be deleted.

(c) Save in emergency not less than 7 days notice in writing of a meeting of directors stating the business to be transacted shall be given to each Director and at such meeting no business additional to that stated in the notice shall be discussed unless all Directors are present and agree that such additional business shall be discussed.

(d) If within half an hour from the time appointed for the meeting of directors a quorum of directors is not present, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, a further adjourned meeting may be held within 28 days of the adjourned meeting by giving 21 days notice in writing and if at the further adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the director or directors present shall be a quorum.

37. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Table A the words from and including "a Director so appointed" to the end of the regulation shall be deemed to be deleted and the words "Such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the Companies Acts 1948 to 1981 to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors' reports as are provided for in Sections 150 and 157 of the Act Sections 16 to 20 of the 1967 Act, the 1976 Act, the 1980 Act, and the 1981 Act.

AUDIT

42. In regulation 130 of Table A the words "the 1980 Act" shall be deemed to be inserted after the figures "1976".

NOTICES

43. In regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

WINDING UP

45. In regulation 135 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".

INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

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COMPANIES FORM No. 225(2)

225(2)

Notice by a holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

024

1647160

Name of company

*Insert full name of company

* 10 MUSIC LIMITED

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 1 0 7

The previous accounting reference period of the company is to be treated as ~~skipped~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 6

†Delete as appropriate

The company is a [subsidiary] ~~holding company~~† of VIRGIN GROUP LIMITED

, company number 1568894

the accounting reference date of which is 31 JULY

Signed Lawrence [Director] [Secretary]† Date

- 9 JUL 1986

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

L. E. POST
VIRGIN GROUP LIMITED
95-99 LADBROKE GROVE
LONDON W11 1PG

For official use
General Section

Post Room





Number of Company: 1647160

THE COMPANIES ACTS 1985 TO 1989

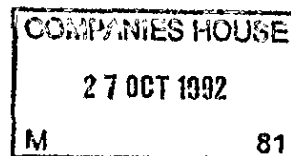
COMPANY LIMITED BY SHARES

RESOLUTION

OF

10 MUSIC LIMITED

Passed on the 14th day of October 1992



At an Extraordinary General Meeting of the Members of the above named Company convened and held at 127 Charing Cross Road, London, WC2H 0EA on the 14th day of October 1992 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

That application be made to the Registrar of Companies to change the name of the Company from 10 Music Limited to EMI 10 Music Limited at the earliest possible date.

Director/Chairman

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1647160

I hereby certify that

10 MUSIC LIMITED

having by special resolution changed its name,

is now incorporated under the name of

EMI 10 MUSIC LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 3 NOVEMBER 1992

A handwritten signature in black ink, reading "F. A. Joseph." with a stylized flourish at the end.

F. A. JOSEPH

an authorised officer

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

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

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

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

Company number

1647160

Name of company

* EMU 10 MUSIC LIMITED

* Insert full name of company

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

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 03

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 03 1 9 93

† delete as appropriate

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

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

_____ company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

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

6. Signed

Designation: SECRETARY

Date 29.7.93

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

Ref 356

ROWE & MAW,

20, BLACK FRIARS LANE,

LONDON EC4V 6HD

For official use
D.E.B.

Post room

KPMG Peat Marwick

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 071-235 8000
Telefax 071-248 6552
Telex 8811541 KPMGLON G
DX 38050 Blackfriars

Virgin Music Group Limited
4 Tenterden Street
Hanover Square
LONDON
W1A 2AX

Our ref PDH/RH/CB/V3

For the attention of the company secretarial department

25 January 1993

Dear Sirs

Notice of resignation

Following the acquisition of Virgin Music Group Limited by THORN EMI plc, we hereby give notice of our resignation as auditors of your company and subsidiaries (see attached list) with effect from today.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

KPMG Peat Marwick

Virgin Music Group Limited
UK Companies



Virgin Music Group Limited
Virgin Records Limited
Associated Virgin Labels Limited
Siren Records Limited
Charisma Records Limited
Ten Records Limited
Circa Records Limited
Virgin Classics Limited
Virgin Studios Limited
Angus McKenzie Properties Limited
Virgin Music (Publishers) Limited
EMI 10 Music Limited CN 164-7160
~~EMI Music Limited~~
Virgin Overseas Limited
Virgin Agency Limited
Freecity Limited



Member firm of
KPMG Peat Marwick Coe daly

*The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock, Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection

Company No: 1647160

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

of

EMI 10 MUSIC LIMITED

Passed on 14th January 1994

At the annual general meeting of the members of the Company duly convened and held at 127 Charing Cross Road, London on 14th January 1994, at which all the members entitled to attend and vote at the meeting were present in person or by duly authorised representative or proxy, the following resolution was carried unanimously as an elective resolution in accordance with Section 379A of the Companies Act 1985:-

ELECTIVE RESOLUTION

'To dispense with the laying of accounts before general meetings, the holding of annual general meetings and the appointment of auditors annually, subject to the provisions of the Act.'


.....
Chairman



Company No: 1647160

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

EMI 10 MUSIC LIMITED

Passed on 14th January 1994

At the annual general meeting of the members of the Company duly convened and held at 127 Charing Cross Road, London on 14th January 1994, the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

"THAT the regulations as set out in the re-printed articles of association tabled at the meeting and signed for identification, be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association."


.....
Chairman

42752



1647/60

This is a print of Articles of Association amended by Special Resolution dated 14 January 1994

THE COMPANIES ACTS 1985 AND 1989

.....
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EMI 10 MUSIC LIMITED

(As adopted by Special Resolution dated January 1994)

1. The regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.
- 2.1 The share capital of the Company at the date of adoption of these articles is £100 divided into 200 ordinary shares of 50p each.
- 2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- 2.3 Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.



3. In regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.

4. In regulation 24 of Table A, the words "which is not fully paid" shall be deleted.

5. The following shall apply to the Company in place of regulation 40 of Table A:-

"No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985.

6. The following shall apply to the Company in place of regulation 41 of Table A:-

If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".

7. The following shall apply to the Company in place of regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".

8. Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company.
9. A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
10. A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

11. The second sentence of regulation 6 in Table A shall be substituted by the following:-

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal."

12. The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as is mentioned in Regulation 118 of Table A (which Regulation shall not apply to any auditor of the Company).