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Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

THE COMPANIES ACTS 1948 TO 1981

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

412

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

1801230

Name of Company

SPRINGWOOL LIMITED

I, PHILIP JOHN LEWIS

of 37-45 Paul Street, London EC2A 4PB

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

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

of SPRINGWOOL 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 37-45 Paul Street, London EC2A 4PB

Signature of Declarant

the 29th day of FEB

One thousand nine hundred and eighty-four

before me G. L. H.

~~Notary Public~~ Solicitor having the powers conferred on a  
Commissioner for Oaths

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

ref: QD/ML

8431

EXTEL STATISTICAL

SERVICES LIMITED

37-45 Paul Street  
London EC2A 4PB

For official use

New companies section

Post room

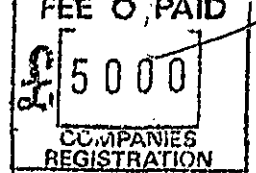
**Extel**  
GROUP

EXTEL STATISTICAL SERVICES LIMITED 37-45 PAUL STREET, LONDON EC2A 4PB.

Cat. No. CF. 41A



-1.3.84



THE COMPANIES ACTS 1948 to 1981

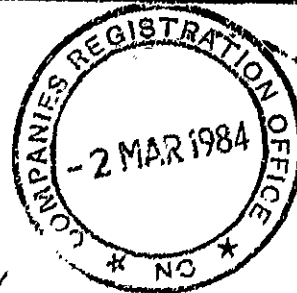
COMPANY LIMITED BY SHARES

# MEMORANDUM OF ASSOCIATION

of

SPRINGWOOL LIMITED. /

1801230



1. The name of the Company is "SPRINGWOOL LIMITED". /
2. The Registered Office of the Company will be situate in England. /
3. The objects for which the Company is established are:-
  - (a) (1) To carry on in the United Kingdom, the Continent of Europe and elsewhere, the business of manufacturers, importers, exporters, wholesale, retail and mail order dealers, commission agents, factors and brokers in all kinds of goods, produce, merchandise, articles and substances in which trade or business can be carried on, to repair, alter, remodel, clean, renovate or convert any goods which are capable of being sold, purchased or otherwise dealt in and the doing of all such other things as are incidental or conducive to the attainment of the above objects.
  - (2) To carry on business as job stock buyers and dealers and as garage proprietors, shipowners, lightermen, warehousemen, wharfingers, carriers, coopers, storage and cold storage proprietors, plantation proprietors, chemists, hairdressers, dyers, cleaners, repairers and renovators.
  - (3) To carry on business as store-keepers, carriers, ship brokers, shipping and forwarding agents, insurance agents, advertising agents and contractors, stock and share dealers and brokers, dealers in exchange, arbitrageurs, financiers, concessionaires and promoters.
  - (4) To undertake and execute any agency or commission and to act generally as agents, factors and brokers for the sale, purchase or leasing of goods and to advance and borrow money, negotiate loans and lend money for any purpose or object, with or without security, including the lending of money to finance hire purchase agreements in respect of any property or assets.

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37/45 PAUL STREET  
LONDON EC2A 4PB  
TEL. 01-251 0344

ML 8431

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) 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.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the 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.
- (p) 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.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this 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.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

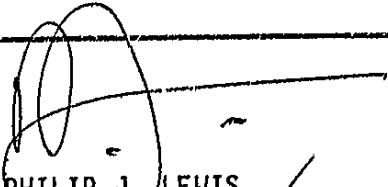

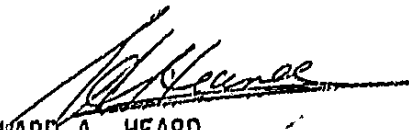

PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) 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.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.


- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 PHILIP J. LEWIS. 37-45 Paul Street, London, EC2A 4PB.  Company Director.	 ONE
 EDWARD A. HEARD. 37-45 Paul Street, London, EC2A 4PB.  Formations Clerk.	 ONE

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-

D. EVANS.   
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

# ARTICLES OF ASSOCIATION

of

SPRINGWOOL LIMITED.

1801230/4

## PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet:- 22, 24, 40 to 43 inclusive, 58, 75, 79, 84(2), 84(4), and 88.

## PRIVATE COMPANY

3. The Company is a private company and accordingly:
  - (A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
  - (B) any allotment of or agreement to allot any shares in or debentures of the Company (whether for cash or otherwise) with a view to all or any of those shares or debentures being offered for sale to the public,is prohibited.

## SHARES

4.
  - (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.
  - (B) For the purposes of section 14 of the Companies Act 1980:
    - (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any unissued shares of the Company forming part of its original capital;

(11) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.

(C) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise.

5. Subject to the provisions of the Companies Act 1981 the Company may purchase its own shares.

#### LIEN

6. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

8. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) (i) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself,

(ii) Any transfer of any interest in a share or shares,

shall for the purpose of this Article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS

10. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
11. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.



#### BORROWING POWERS OF DIRECTORS

12. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may subject to section 14 of the Companies Act 1980, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

13. Subject to section 199 of the Act and section 60 of the Companies Act 1980 a director may participate in any contract, transaction or arrangement with the Company as if he were not a director. A director shall also be entitled to vote in respect of (i) any contract, transaction or arrangement in which he is interested where he has previously disclosed his interest to the Company; (ii) his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof; and may be counted in the quorum at any meeting attended by him at which he is so entitled to vote.

#### ALTERNATE DIRECTOR

14. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

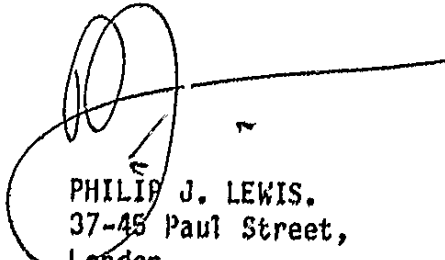
#### DISQUALIFICATION OF DIRECTORS

15. The office of director shall be vacated if the director:-
  - (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
  - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
  - (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act.
  - (D) Becomes of unsound mind.
  - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
  - (F) Resigns his office by notice in writing to the Company.

#### INDEMNITY

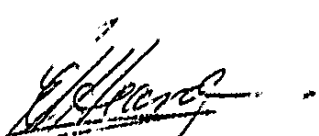
16. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.



PHILIP J. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Company Director.

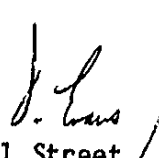


EDWARD A. HEARD.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-



D. EVANS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

**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,  
bold block lettering

To the Registrar of Companies

For official use

1801730

\* delete if  
inappropriate

Name of Company

SPRINGWOOL

/ Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below37/45 PAUL STREET  
LONDON EC2A 4PBIf 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

EXTEL STATISTICAL SERVICES LIMITED

37-45 PAUL STREET LONDON EC2A 4PB

Number of continuation sheets attached (see note 1)

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

ML 8431

EXTEL STATISTICAL SERVICES LTD.  
37/45 PAUL STREET  
LONDON EC2A 4PB  
TEL. 01-251 0344For 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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	PHILIP JOHN LEWIS	Business occupation	Editor
Previous name(s) (note 3)		Nationality	British
Address (note 4)	37-45 PAUL STREET LONDON EC2A 4PB	Date of birth (where applicable) (note 6)	13-10-1926
Other directorships †			
BRITISH COMPANY REGISTRATION AGENTS LIMITED			
LEWIS COATES & LUCAS LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 29.2.84	

Name (note 3)	EDWARD ARTHUR HEARD	Business occupation	Formations Clerk
Previous name(s) (note 3)		Nationality	British
Address (note 4)	37-45 PAUL STREET LONDON EC2A 4PB	Date of birth (where applicable) (note 6)	
Other directorships †			
None			
I hereby consent to act as director of the company named on page 1			
Signature		Date 29.2.84	

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

Please do not  
write in this  
binding margin.



Important:  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1978 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4, before  
completing this  
part of the form.

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

Name (notes 3 & 7)	PHILIP JOHN LEWIS
Previous name(s) (note 3)	
Address (notes 4 & 7)	37-45 PAUL STREET LONDON EC2A 4PB
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 29.2.84

Name (notes 3 & 7)	
Previous 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 1978

† delete as  
appropriate

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

Signature	[Subscriber] [Agent]† Date 29.2.84
-----------	------------------------------------

Signature	[Subscriber] [Agent]† Date 29.2.84
-----------	------------------------------------

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1801230

I hereby certify that

**SPRINGWOOL 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 the Companies Registration Office,  
Cardiff the

19TH MARCH 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer

Company Number 1801230 <sup>9</sup>

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTION

of

SPRINGWOOL LIMITED

---

PASSED the 20th day of March 1984

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

That the Memorandum of Association be amended by the substitution of the following for the existing Sub-Clause 3(a):-

- (a) (i) To make and produce radio, film, television and video advertisements, commercials and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce advertisements, entertainments and dramatic, musical and artistic performances and exhibitions of any description.
- (ii) To buy, provide finance, facilities or services for and to sell, license, let on hire, distribute, exhibit or perform radio, television and video programmes 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.
- (iii) To carry on any activity, venture or business in or connected with entertainment, sport, leisure, recreation or art or education therefor.
- (iv) To carry on all or any of the businesses of producers, managers, promoters, guarantors, financiers, exhibitors, distributors, agents, consultants, publishers, printers, stationers and engravers and of manufacturers, vendors and hirers of and dealers in instruments, equipment, goods, services, printed matter and all means of productions, recording, retention, storage, copying, presentation, reproduction and transmission of sound and vision.

  
P. J. LEWIS  
SECRETARY



EXTEL STATISTICAL SERVICES LTD.  
37/45 PAUL STREET  
LONDON EC2A 4PB  
TEL. 01-251 0344

ML 8431

1801230/10

THE COMPANIES ACTS 1948 to 1981

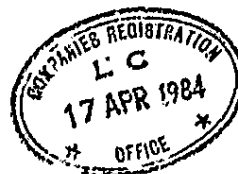
COMPANY LIMITED BY SHARES

# MEMORANDUM OF ASSOCIATION

of

SPRINGWOOL LIMITED.

1. The name of the Company is "SPRINGWOOL LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (i) To make and produce radio, film, television and video advertisements, commercials and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce advertisements, entertainments and dramatic, musical and artistic performances and exhibitions of any description.
  - (ii) To buy, provide finance, facilities or services for and to sell, license, let on hire, distribute, exhibit or perform radio, television and video programmes 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.
  - (iii) To carry on any activity, venture or business in or connected with entertainment, sport, leisure, recreation or art or education therefor.
  - (iv) To carry on all or any of the businesses of producers, managers, promoters, guarantors, financiers, exhibitors, distributors, agents, consultants, publishers, printers, stationers and engravers and of manufacturers, vendors and hirers of and dealers in instruments, equipment, goods, services, printed matter and all means of productions, recording, retention, storage, copying, presentation, reproduction and transmission of sound and vision.



EXTEL STATION SERVICES LTD.

200, MARKET STREET

LONDON, W2A 4PB

TEL. 01-251 0344

ML 8431



- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) 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.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the 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.
  - (p) 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.
  - (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this 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.
  - (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
  - (t) 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.
  - (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
  - (v) To distribute any property of the Company in specie among the members.
  - (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

Company Number 1801230 ✓ 11

£1.6.84



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION(S)**

of

SPRINGWOOL LIMITED

PASSED the 23rd day of April 19 84 ,

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company,

duly convened and held at

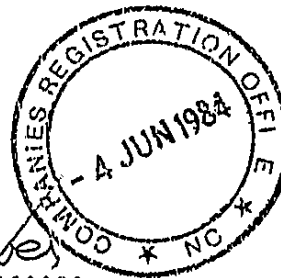
34 South Molton Street, London W1Y 2BP

on the 23rd day of April 19 84 , the following SPECIAL

RESOLUTION(S) was / were duly passed:-

THAT the name of the Company be changed to ~~TALKBACK ADVERTISING LIMITED~~

*Colin Hooper*  
Director



NW  
£80 P2  
006021

**NOTES:**

- (1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
- (2) A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Extel Statistical Services Limited for that purpose.



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1801230

I hereby certify that

SPRINGWOOL LIMITED

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

TALKBACK ADVERTISING LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 18TH JUNE 1984

A handwritten signature in black ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

THE COMPANIES ACTS 1948 TO 1981

**Notice of accounting reference date**

Pursuant to section 2(1) of the Companies Act 1976

**2**Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

Name of company

112

1801230

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering\*delete if  
inappropriateImportant  
The accounting  
reference date to  
be entered  
alongside should  
be completed as  
in the following  
examples:

SPRINGWOOL										Limited*
------------	--	--	--	--	--	--	--	--	--	----------

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Day	Month
3	1
0	3

31 March

Day	Month
3	1
0	3

5 April

Day	Month
0	5
0	4

31 December

Day	Month
3	1
1	2

Signed



[Director][Secretary]† Date 11/06/84

Presenter's name, address and  
reference (if any): 2/36/22/J4584

Harbottle & Lewis  
34 South Molton Street  
London W1Y 2BP

For official use  
General section

Post room

COMPANIES REGISTRATION  
30 JUN 1984  
OFFICE



Lewis, Coates &amp; Lucas, Limited

Cat. No. CF 2

37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344

British Company Registration Agents Limited



1801230

16

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM  
and  
ARTICLES of ASSOCIATION

TALKBACK ADVERTISING LIMITED

incorporated on the 19th day of March 1984.

No. 1801230.

I HEREBY CERTIFY that this is a true  
copy of the Memorandum & Articles of  
Association altered to the new name  
of the Company.

*G. N. Jones*  
.....  
Director 23.6.84

EXTEL STATISTICAL SERVICES LIMITED  
37-45 PAUL STREET, LONDON EC2A 4PB.  
Telephone: 01-253 3400 Telex: 262687 (Lewco G).



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

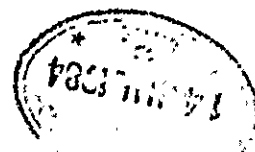
## MEMORANDUM OF ASSOCIATION

of

TALKBACK ADVERTISING LIMITED

---

1. The name of the Company is **TALKBACK ADVERTISING LIMITED** ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
  - (a) (i) To make and produce radio, film, television and video advertisements, commercials and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce advertisements, entertainments and dramatic, musical and artistic performances and exhibitions of any description. ✓
  - (ii) To buy, provide finance, facilities or services for and to sell, license, let on hire, distribute, exhibit or perform radio, television and video programmes 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.
  - (iii) To carry on any activity, venture or business in or connected with entertainment, sport, leisure, recreation or art or education therefor.
  - (iv) To carry on all or any of the businesses of producers, managers, promoters, guarantors, financiers, exhibitors, distributors, agents, consultants, publishers, printers, stationers and engravers and of manufacturers, vendors and hirers of and dealers in instruments, equipment, goods, services, printed matter and all means of productions, recording, retention, storage, copying, presentation, reproduction and transmission of sound and vision.



- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property ~~with~~ to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) 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.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debenture at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.



- (o) To remunerate employees of the Company out of or in proportion to the 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.
- (p) 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.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this 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.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) 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.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company. ✓

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
PHILIP J. LEWIS. 37-45 Paul Street, London, EC2A 4PB.  Company Director.	ONE
EDWARD A. HEARD. 37-45 Paul Street, London, EC2A 4PB.  Formations Clerk.	ONE

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-

D. EVANS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

of

TALKBACK ADVERTISING LIMITED

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### PRELIMINARY

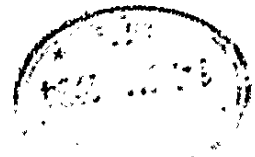
1. Subject as hereinafter provided the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet:- 22, 24, 40 to 43 inclusive, 58, 75, 79, 84(2), 84(4), and 88.

### PRIVATE COMPANY

3. The Company is a private company and accordingly:
  - (A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
  - (B) any allotment of or agreement to allot any shares in or debentures of the Company (whether for cash or otherwise) with a view to all or any of those shares or debentures being offered for sale to the public,is prohibited.

### SHARES

4. (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.
  - (B) For the purposes of section 14 of the Companies Act 1980:
    - (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any unissued shares of the Company forming part of its original capital;



(11) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.

(12) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise.

5. Subject to the provisions of the Companies Act 1981 the Company may purchase its own shares.

#### LIEN

6. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

2. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) (1) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself,

(11) Any transfer of any interest in a share or shares,

shall for the purpose of this Article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS

10. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
11. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

#### BORROWING POWERS OF DIRECTORS

12. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may subject to section 14 of the Companies Act 1980, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

13. Subject to section 199 of the Act and section 60 of the Companies Act 1980 a director may participate in any contract, transaction or arrangement with the Company as if he were not a director. A director shall also be entitled to vote in respect of (i) any contract, transaction or arrangement in which he is interested where he has previously disclosed his interest to the Company; (ii) his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof; and may be counted in the quorum at any meeting attended by him at which he is so entitled to vote.

#### ALTERNATE DIRECTOR

14. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

#### DISQUALIFICATION OF DIRECTORS

15. The office of director shall be vacated if the director.
- (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
  - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
  - (C) Becomes prohibited from being a director by reason of any order made under section 108 of the Act.
  - (D) Becomes of unsound mind.
  - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
  - (F) Resigns his office by notice in writing to the Company.

#### INDEMNITY

16. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.

PHILIP J. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Company Director.

EDWARD A. HEARD.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-

D. EVANS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

Number of Company: 1801230

20  
The Companies Act 1985

---

COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION

OF

TALKBACK ADVERTISING LIMITED

---

Passed 23rd April 1987

---

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 46 Carnaby Street London W1

on the 23rd day of April 1987 the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

THAT the authorised share capital of the Company be increased to £150. by the creation of 50 shares of £1 each to rank pari passu with the existing shares of the Company

*C. A. S. Jones*  
.....  
Director





## Notice of increase in nominal capital

123

Please do not  
write in  
this margin

**Pursuant to section 123 of the Companies Act 1985**

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

**To the Registrar of Companies**

**For official use**

**Company number**

[211]

1801230

Name of company

\* **"TAILBACK" ADVERTISING LIMITED**

\* Insert full name  
of company

give notice in accordance with section 123 of the above Act that by resolution of the company dated 23rd April 1987 the nominal capital of the company has been increased by £ 50 beyond the registered capital of £ 100.

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

**A copy of the resolution authorising the increase is attached.**<sup>5</sup>

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

Those contained in the memorandum & articles of association of the company.

Please tick here if  
continued overleaf

† delete as appropriate

**Signed**

~~SECRETARY~~  
{Director}{Secretary}† Date

23.4.87

Presentor's name address and  
reference (if any): 6/22/

HARPOUTHE A. LEWIS  
34 SOUTH FOLTON STREET  
LONDON W1V 2PD

**For official Use  
General Section**

Post ro

COMPANIES REGISTRATION

12

30 APR 1987  
OFFICE

75

**Stanley Davis (Company Services) Limited**

### International Company Registrations and Searches

124-128 City Road London ECIV 2NJ  
Telephone 01-250 3380 Telex 21957-DAVIS G  
LBE Box No 274

TPS 1209/193

Number of } 1801230  
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

**Special Resolution**

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

TALKBACK ADVERTISING LIMITED

Passed 30th June 19 88

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

46 Carnaby Street, London W1

on the 30th day of June, 1988, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

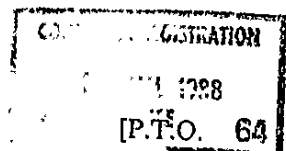
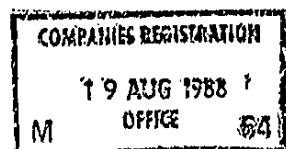
**RESOLUTION**

THAT the name of the company be changed to Talkback Limited

Signature .....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

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



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimmin Street, London SE1 5TS

Companies 7

1985 Edition  
1.86 F3902  
5017408  
\*\*\*

Number of }  
Company }

1801230

ACCEPT UNSTAMPED

NE/CN 34679

SIGNED 3 H. [Signature]

DATE 19.9.88

The Companies Act 1985

COMPANY LIMITED BY SHARES

**Special Resolution**

Pursuant to s. 378 (2) of the Companies Act 1985)

OF

TALKBACK ADVERTISING LIMITED

Passed 1st August, 1988

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

23 Percy Street London W1

on the 1st day of August, 1988 the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

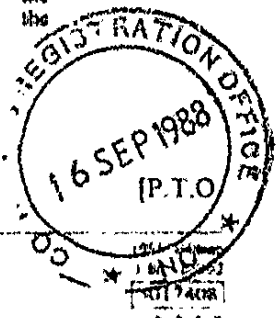
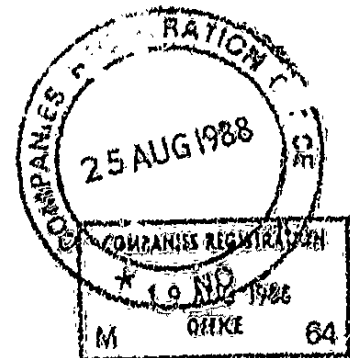
**RESOLUTION**

THAT the name of the company be changed to Talkback Productions Limited

Signature C. N. J.

To be signed by the Chairman, a Director, or the Secretary of the Company

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



The Solicitors' Law Stationery Society plc, Oyez House, 27 Clement Street, London SE1 1ST

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1801230

I hereby certify that

**TALKBACK ADVERTISING LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**TALKBACK PRODUCTIONS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 27 SEPTEMBER 1988

*BM Jones*

Mrs. D.M. JONES

an authorised officer

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

# MEMORANDUM

and

# ARTICLES of ASSOCIATION

TALKBACK PRODUCTIONS LIMITED

~~Incorporated on the 19th day of March 1984.~~

No. 1801230.

I hereby certify that this is a  
true copy of the Memorandum and Articles  
of association of the company as amended  
by Special Resolution dated 1 August 1983

...  
Director/Secretary  
Date

Tel

5).

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

of

TALKBACK PRODUCTIONS LIMITED

---

1. The name of the Company is TALKBACK PRODUCTIONS LIMITED \*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (i) To make and produce radio, film, television and video advertisements, commercials and recordings (both in vision and in sound) of all kinds and to present, promote, organise, provide and guarantee finance for, manage and produce advertisements, entertainments and dramatic, musical and artistic performances and exhibitions of any description.
  - (ii) To buy, provide finance, facilities or services for and to sell, license, let on hire, distribute, exhibit or perform radio, television and video programmes 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.
  - (iii) To carry on any activity, venture or business in or connected with entertainment, sport, leisure, recreation or art or education therefor.
  - (iv) To carry on all or any of the businesses of producers, managers, promoters, guarantors, financiers, exhibitors, distributors, agents, consultants, publishers, printers, stationers and engravers and of manufacturers, vendors and hirers of and dealers in instruments, equipment, goods, services, printed matter and all means of productions, recording, retention, storage, copying, presentation, reproduction and transmission of sound and vision.

\* changed from Talkback Advertising Limited by special resolution dated 1 August 1988

- (b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.
- (f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable
- (i) 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.
- (j) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (o) To remunerate employees of the Company out of or in proportion to the 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.
- (p) 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.
- (q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this 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.
- (r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

PROVIDED ALWAYS that any power which the Company enjoys under section 74 of the Companies Act 1980 or these presents to make provision in connection with the cessation or transfer to any person of the whole or any part of the undertaking of the Company or any of its subsidiaries for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries shall only be exercised by the Company with the sanction of a Special Resolution.

- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) 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.
- (u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (v) To distribute any property of the Company in specie among the members.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The Liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of One Pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.



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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
PHILIP J. LEWIS. 37-45 Paul Street, London, EC2A 4PB.  Company Director.	ONE
EDWARD A. HEARD. 37-45 Paul Street, London, EC2A 4PB.  Formations Clerk.	ONE

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-

D. EVANS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
of  
TALKBACK PRODUCTIONS LIMITED

---

PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A") shall apply to the Company.
2. The following regulations of Table A shall not apply to the Company videlicet:- 22, 24, 40 to 43 inclusive, 58, 75, 79, 84(2), 84(4), and 88.

PRIVATE COMPANY

3. The Company is a private company and accordingly:
  - (A) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
  - (B) any allotment of or agreement to allot any shares in or debentures of the Company (whether for cash or otherwise) with a view to all or any of those shares or debentures being offered for sale to the public,is prohibited.

SHARES

4. (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount.
  - (B) For the purposes of section 14 of the Companies Act 1980:
    - (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any unissued shares of the Company forming part of its original capital;

- (ii) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.

(C) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise.

5. Subject to the provisions of the Companies Act 1981 the Company may purchase its own shares.

#### LIEN

6. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

#### TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

8. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) (i) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself,

(ii) Any transfer of any interest in a share or shares,

shall for the purpose of this Article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### DIRECTORS

10. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit.
11. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

#### BORROWING POWERS OF DIRECTORS

12. The directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may subject to section 14 of the Companies Act 1980, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

13. Subject to section 199 of the Act and section 60 of the Companies Act 1980 a director may participate in any contract, transaction or arrangement with the Company as if he were not a director. A director shall also be entitled to vote in respect of (i) any contract, transaction or arrangement in which he is interested where he has previously disclosed his interest to the Company; (ii) his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof; and may be counted in the quorum at any meeting attended by him at which he is so entitled to vote.

#### ALTERNATE DIRECTOR

14. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

#### DISQUALIFICATION OF DIRECTORS

15. The office of director shall be vacated if the director:-
- (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.
  - (B) Becomes bankrupt or suspends payment or compounds with his creditors.
  - (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act.
  - (D) Becomes of unsound mind.
  - (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.
  - (F) Resigns his office by notice in writing to the Company.

#### INDEMNITY

16. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.

PHILIP J. LEWIS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Company Director.

EDWARD A. HEARD.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

DATED the 27th day of February 1984.

WITNESS to the above Signatures:-

D. EVANS.  
37-45 Paul Street,  
London,  
EC2A 4PB.

Formations Clerk.

**Touche  
Ross**



**Chartered Accountants**

Touche Ross & Co.  
Hill House  
1 Little New Street  
London EC4A 3TR

Telephone: National 071 936 3000  
International +44 71 936 3000  
Telex: 884739 TRLNDN G  
Fax (Gp. 3): 071 683 8517  
LDE: DX 599

17 June, 1992

H-Deeley/SPJ/3951/pab

The Secretary  
Talkback Productions Limited  
33 Percy Street  
LONDON W1

Dear Sir,

This letter is formal notice of our resignation as auditors of Talkback Productions Limited with effect from 17 June 1992.

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

*Touche Ross & Co.*

TOUCHE ROSS & CO.

5003g.4



**Deloitte Touche  
Tohmatsu  
International**

Aberdeen, Belfast, Birmingham, Bournemouth, Bracknell, Bristol, Cambridge, Cardiff, Cefnau, Crawley, Dartford, Edinburgh, Glasgow, Leeds, Leicester, Liverpool, London, Manchester, Milton Keynes, Newcastle upon Tyne, Nottingham and Southampton

Principal place of business at which a list of partners' names is available  
Peterborough Court, 133 Fleet Street, London EC4A 2TR

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business