



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 1826890

I hereby certify that

**DENCHSUN 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 22ND JUNE 1984



*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1826890

I hereby certify that

DENCHSUN LIMITED

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

Given under my hand at the Companies Registration Office,  
Cardiff the 10TH JANUARY 1985

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

MRS. E. J. JONES

an authorised officer



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1826890

I hereby certify that

CHRYSLIS GROUP LIMITED

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

Given under my hand at the Companies Registration Office,  
Cardiff the 10TH JULY 1985

*A.K. Phillips*  
MRS. A.K. PHILLIPS

an authorised officer

THE COMPANIES ACTS 1948 TO 1981

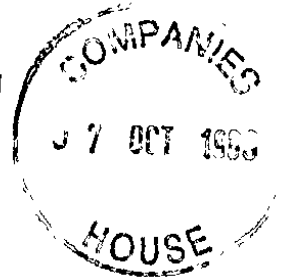
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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION  
of  
CHRYSALIS INVESTMENTS LIMITED

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1. The name of the Company is DENCHSUN LIMITED\*
2. The registered office of the Company will be situate in England.
- \*\*3. The objects for which the Company is established are:-
  - (a) To carry on business throughout the World as agents, employment agents, booking agents, managers and representatives of persons, firms and companies in all spheres of professional, commercial or artistic endeavour and employment; to promote, present, produce, manage, conduct and represent at any theatre, music hall or other place of amusement plays, dramas, comedies, operas, revues, ballets, concerts and such other entertainments as the Company may think fit; to carry on business as proprietors or managers of all places of amusement to carry on business as music publishers and printers and in connection therewith to acquire copyrights by any means; and to carry on business as producers and manufacturers and distributors of records matrices films and other devices for the reproduction and sound and images and tapes and generally to supply the needs of the entertainment.
  - (b) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
  - (c) To purchase, take on lease, exchange hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

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\*The name of the Company was changed by Special Resolution passed on 12th December, 1984 to Chrysalis Group Limited and by Special Resolution passed on 10th July, 1985 to Chrysalis Investments Limited.

\*\*By Special Resolution passed on 12th December, 1984, the Objects Clause was amended by the deletion of the existing Clause 3 and the insertion of a new Clause 3.

- (d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (f) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.
- (h) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (j) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (l) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (m) To promote, finance or assist any other company for the purposes of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (n) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (o) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, script, warrants and other transferable or negotiable instruments.
- (p) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (r) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (s) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (u) To guarantee (with or without the Company receiving any consideration) 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 methods, the indebtedness and liabilities of any company firm or person, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities, and in particular (but without limiting the generality of the foregoing) the payment of money secured by or payable under or in respect of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by or the indebtedness (whether secured or unsecured) of 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 any subsidiary of the Company as defined by the said Section or otherwise associated with the Company business.

- (v) To guarantee and to give or grant any indemnity or counter-indemnity in respect of or otherwise in connection with the performance of the obligations or liabilities of the Company or of any other person whatsoever (either with or without the Company receiving any consideration or advantage direct or indirect, from giving any such guarantee, indemnity or counter-indemnity) including, without limitation to the generality of the foregoing, in respect of or otherwise in connection with the payment of capital or principal together with any premium of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and for the repayment of money and/or discharge of liabilities both present and future, actual or contingent whatsoever and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985, of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and insofar as the same is not prohibited by law, including in respect of any obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company's Holding Company and to create mortgages, charges, debentures, liens or other security interests upon or in respect of all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of or otherwise in respect of any obligation or liability (both present and future and whether actual or contingent) whatsoever of the Company and, without limitation to the generality of the foregoing, in support of or otherwise in respect of such guarantees, indemnities and counter-indemnities or otherwise as security for any such obligations and liabilities of others\*\*\*.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £1,500,000 divided into 1,500,000 Ordinary shares of £1.00 each.\*\*\*\* The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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\*\*\*By Special Resolution passed on 11th April, 1989 the objects clause was amended by the addition of paragraph (3v)

\*\*\*\*(i) By Special Resolution passed on 12th December, 1984 the authorised share capital was increased to £525,000 by the creation of 524,900 Ordinary Shares of £1.00 each.

(ii) By Special Resolution passed on 3rd June, 1985 the authorised share capital of the Company was increased to £1,500,000 by the creation of 975,000 ordinary shares of £1 each.

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

| Names, addresses and descriptions of subscribers  | Number of Shares taken by each Subscriber |
|---|---|
| SUNDER MANSUKHANI<br>183-185 Bermondsey Street,<br>London, SE1 3UW<br><br>Law Stationer | one                                       |
| JOHN P. DENCH<br>183-185 Bermondsey Street,<br>London, SE1 3UW<br><br>Law Stationer     | one                                       |

DATED the 30th day of May, 1984.

WITNESS to the above signatures:-

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW

Law Stationer

[NJS002M.18]



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHRYSLIS INVESTMENTS LIMITED\*

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.
2. Regulations 11, 24, 75, 77 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES.

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

are prohibited.

4. The directors of the Company are authorized during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and

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\* The name of the Company was changed by Special Resolution passed on 12th December, 1984 to Chrysalis Group Limited and by Special Resolution passed on 10th July, 1985 to Chrysalis Investments Limited.

limiting a time within which the offer is not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. In regulation 3 of Table A for the word "Ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.

7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

#### LIEN.

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION OF SHARES.

9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

10. Save in the circumstances set out in the next succeeding Article 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.

11. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or

to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

#### GENERAL MEETING.

13. Every notice convening a general meeting shall comply with the provisions of section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

#### DIRECTORS.

14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

15. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

#### BORROWING POWERS.

16. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to section 14 of the Companies Act 1980, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS.

17. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

18. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or

by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

#### DISQUALIFICATION OF DIRECTORS.

19. In regulation 88 of Table A(i) the words "ceases to be a director by virtue of section 182 or 185 of the Act" shall be omitted and in substitution therefor there shall be inserted the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be omitted.

#### ROTATION OF DIRECTORS.

20. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

#### SECRETARY.

21. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

#### NOTICES.

22. In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

#### INDEMNITY.

23. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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SUNDER MANSUKHANI  
183-185 Bermondsey Street,  
London SE1 3UW.

Law Stationer.

JOHN P. DENCH  
183-185 Bermondsey Street,  
London SE1 3UW.

Law Stationer.

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DATED the 30th day of May 1984.

WITNESS to the above signatures:-

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London SE1 3UW.

Law Stationer.

NS965N1.25