



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

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

41a

Please do not write in this binding margin



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

Insert full name of company

For official use

Company number

Name of company

BURGINHALL 9 LIMITED

I, Susan Elizabeth Woodbridge
of Denning House, 90 Chancery Lane, London, WC2A 1EU

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

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation
of Burginhall 9 Limited

and that all the requirements of the Companies Acts 1948 to 1981 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 12th, Salisbury House,
London, WC2A 1EU

Signature of Declarant

the seventeenth day of JuneOne thousand nine hundred and eighty-fivebefore me A E. Stoker

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

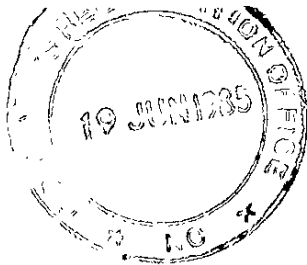
Presentor's name, address and reference (if any):

Denton Hall & Burgin,
Denning House,
90 Chancery Lane,
London, WC2A 1EU
Ref: JAD/AMB

For official use

New companies section





THE COMPANIES ACTS 1948 to 1983
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
BURGINHALL 9 LIMITED

1927955

1. The name of the Company is "BURGINHALL 9 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 the business or businesses of general merchants, importers, exporters, manufacturers, dealers, brokers, factors, mail order dealers and traders of every kind, both wholesale and retail, in every description of property, goods and merchandise.
 - (B) To invest the moneys of the Company in any real or personal property in any part of the world.
 - (C) For any purpose to take on lease or in exchange, purchase, acquire, sell, charge, pledge, broke, take and/or grant options over, develop, exploit, improve, underwrite transactions in relation to and otherwise invest or deal in every type of real and personal property and all rights and interests therein upon and subject to such terms and conditions as may be thought fit.
 - (D) To carry on the business of making, producing, distributing, exhibiting and otherwise exploiting any cinematograph film or video or sound recording or any analagous material, and manufacturing, buying, selling and otherwise dealing in any material on which such films or recordings can be made and any equipment capable of being used in conjunction or in connection with the manufacture, processing, exhibition or playing of cinematograph films, video and sound recordings or any analagous material.
 - (E) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors, brokers, managers and advisers for the sale and purchase of every description of property, goods and merchandise and the provision of every type of service.
 - (F) To carry on any other business or trade which in the opinion of the Directors of the Company may be carried on in connection with or ancillary to any business referred to above or is capable of being carried on for the benefit of the Company.

BurginHall



N/W

028530

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6/2/85

- (G) To acquire, upon such terms and in such manner as the Company sees fit, the whole or any part of the assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of any person or company carrying on or proposing to carry on any business from which acquisition the Company may derive any direct or indirect benefit.
- (H) To acquire, upon such terms and in such manner as the Company sees fit, the shares, stocks, debentures, debenture stocks, bonds or other securities or instruments, or any interest therein, of any person, or company and otherwise to invest and deal with the moneys of the Company.
- (I) To acquire, apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the Company sees fit, any patent, patent rights, licences, secret processes, trade marks, designs, brevet d'invention, or other industrial or business rights, protections or concessions and to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same.
- (J) To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- (K) To lend money, give credit or provide any other form of financial accommodation, upon such terms, and in such manner and to such persons as the Company sees fit.
- (L) To enter into guarantees, contracts of indemnity and suretyships of all kinds, on such terms and in such manner as the Company sees fit, and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite or secure, with or without consideration, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or

company, including but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.

- (M) To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures and other instruments and securities, whether negotiable or otherwise.
- (N) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the Company sees fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the Company sees fit.
- (O) To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- (P) Upon such terms and in such manner as the Company sees fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- (Q) To amalgamate or enter into any partnership, joint venture, profit sharing arrangement, co-operative or other arrangement for the pursuit of mutual interests with any person or company engaged or interested in or proposing to be engaged or interested in, any business which the Company is authorised to carry on or from which the Company anticipates any direct or indirect benefit.

- (R) To sell, exchange, mortgage, charge, lease or in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- (S) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (T) To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (U) To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and to procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- (V) To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- (W) To cease carrying on any business or activity of the Company or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- (X) To do all or any of things or matters mentioned above in any part of the world, on any terms and in any manner as the Company sees fit, and whether as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.

It is hereby declared that:-

- (i) the expression "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not; and
- (ii) the objects specified in the different paragraphs of this clause shall not, except where the context

expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 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

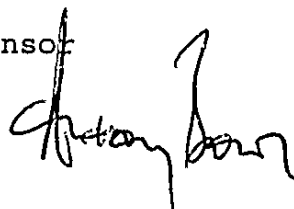
NAMES ADDRESS AND
DESCRIPTIONS OF
SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Signed by : Anthony Miles Bonsor
For and on behalf of

One

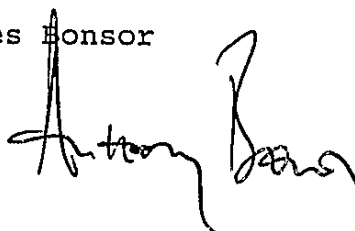
Gray's Inn Nominees Limited,
Denning House,
90 Chancery Lane,
LONDON,
WC2A 1EU.



Signed by : Anthony Miles Bonsor
For and on behalf of

One

DH&B Nominees Limited,
Denning House,
90 Chancery Lane,
London,
WC2A 1EU.



Dated 14th June 1985

WITNESS to the above signatures :-

Susan Woodbridge
90 Chancery Lane
London WC2A 1EU

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

1927955 / 4

ARTICLES OF ASSOCIATION

of

BURGINHALL 9 LIMITED

PRELIMINARY

1. In these Articles:
"the 1980 Act" means the Companies Act 1980;
"the Acts" means the Companies Acts 1948 to 1983;
"Table A" means Part 1 of Table A in the First Schedule to the Act (as amended).
2. The Regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the Regulations of the Company.

SHARE CAPITAL

3. The Company is a private company (within the meaning of the Acts).
4. The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into One Hundred Ordinary Shares of £1 each.
5. The Directors are generally and unconditionally authorised during the period of five years from the date of adoption of these Articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in Section 14(10) of the 1980 Act) of the Company up to the maximum nominal amount of the authorised but unissued share capital of the Company at the date of these Articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in Section 14(5) of the 1980 Act provided that no shares shall be issued at a

discount. Section 17(1) of the 1980 Act shall not apply to the Company.

6. Subject to and in accordance with the provisions of the Acts and otherwise on such terms as the Company may by special resolution determine:

- (a) any share in the capital of the Company may be issued on terms that it is to be, or at the option of the Company or the holder thereof is liable to be, redeemed; and
- (b) the Company may purchase any of its own shares (including any redeemable shares);
- (c) the Company may make a payment in respect of the redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares;

and the Directors shall be empowered respectively to redeem or purchase any such shares on such terms as the Company may by special resolution determine.

7. 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. Regulation 11 of Table A shall not apply to the Company.

8. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call," shall be omitted.

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. 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. Regulation 24 of Table A shall not apply to the Company.

GENERAL MEETINGS

11. The words "one Member" shall be substituted for the words "two Members" in Regulation 49 of Table A.
12. At the end of Regulation 54 of Table A the following words shall be added: "and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Members present shall be a quorum".
13. A resolution in writing of the kind referred to in Regulation 73A of Table A may consist of several documents in like form each signed by one or more Members, and signature of any such resolution may be made by the duly appointed attorney of any Member (including a Member which is a corporation) or in the case of a Member which is a corporation by any Director thereof. Regulation 73A of Table A shall be modified accordingly.

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 ten. Regulation 75 of Table A shall not apply to the Company.
15. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such remuneration (in addition to that otherwise provided for) by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
16. No share qualification shall be required of any Director but any Director 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. Regulation 77 of Table A shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 14 of the 1980 Act, 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 (including any Member). Regulation 79 of Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

18. 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 ascertaining whether there

is present a quorum at any meeting at which any such contract or arrangement is considered. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply to the Company.

19. Each Director may appoint any other Director or person to be his alternate Director and may in his discretion revoke such appointment. The office of an alternate Director shall in all respects be that of the Director appointing him, and any such alternate, while he holds such office, shall have all the rights, powers and duties of the Director appointing him save that an alternate Director shall not be entitled to appoint an alternate and shall not be entitled to any remuneration from the Company (other than out of the remuneration of the Director appointing him and agreed between that Director and the alternate). At a meeting of the Directors any Director acting as alternate for another Director shall have an additional vote for that Director. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

20. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

21. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any holding or subsidiary company of the Company or any other subsidiary of a holding company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

22. The Directors are authorised to sanction the exercise of the power conferred on the Company by Section 74(1) of the 1980 Act and to exercise that power.

23. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 185 of the Act shall not apply to the Company. In Regulation 88 of Table A, the words "or 185" in paragraph (a) and the whole of paragraph (f) shall be omitted.

24. (1) At any time and from time to time the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a Director or remove a Director from office.

(2) The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to the other provisions of these Articles) hold office until he is removed pursuant to this Article.

(3) Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company.

25. Any Director for the time being absent from the United Kingdom may supply to the Company an address whether or not within the United Kingdom to which notices of meetings of the Directors may be sent and shall then be entitled to receive at such address notice of such meetings. Regulation 98 of Table A shall be modified accordingly.

26. A resolution in writing of the Directors of the kind referred to in Regulation 106 of Table A may consist of several documents in the like form each signed by one or more of the Directors.

EXECUTIVE DIRECTORS

27. The Directors may from time to time appoint one or more of their body to executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

28. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration, (by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NOTICES

29. (1) 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 when 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".

(2) Notice of every General Meeting of the Company shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

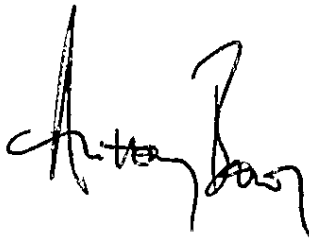
INDEMNITY

30. In Regulation 136 of Table A there shall be substituted the words "under the Acts" in place of the words "under Section 484 of the Act"; and in addition to the indemnity contained in that Regulation and subject to the provisions of Section 205 of the Act every Director, Executive Director, Managing Director, Manager, 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.

NAMES ADDRESS AND
DESCRIPTIONS OF
SUBSCRIBERS

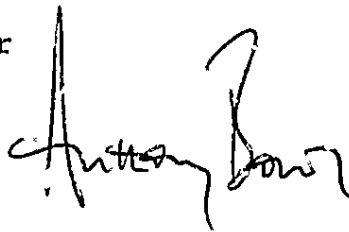
Signed by: Anthony Miles Bonsor
For and on behalf of

Gray's Inn Nominees Limited,
Denning House,
90 Chancery Lane,
LONDON,
WC2A 1EU.



Signed by: Anthony Miles Bonsor
For and on behalf of

DH&B Nominees Limited,
Denning House,
90 Chancery Lane,
LONDON,
WC2A 1EU.



Dated 14th June 1985

WITNESS to the above signatures :-

Susan Woodbridge
90 Chancery Lane
London WC2A 1EU

THE COMPANIES ACTS 1948 TO 1981

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 margin



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

*delete if
inappropriate

To the Registrar of Companies

For official use

1927955

5

Name of Company

BURGINHALL 9

Limited*

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

Denning House, 90 Chancery Lane, London, WC2A 1EU

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

x

DENTON HALL & BURGIN

Denning House, 90 Chancery Lane,

LONDON, WC2A 1EU

Number of continuation sheets attached (see note 1)

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

Ref: JAD
Denton Hall & Burgin,
Denning House,
90 Chancery Lane,
LONDON, WC2A 1EU

For official use
General section

Post room

18 JUN 1985

OFFICE

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:

Name (note 3)	DH&B DIRECTORS LIMITED		Business occupation
Previous name(s) (note 3)			Nationality
Address (note 4)	Denning House, 90 Chancery Lane, London, WC2A 1EU		Date of birth (where applicable) (note 6)
Other directorshipst See attached list			
I hereby consent to act as director of the company named on page 1 for and on behalf of			
Signature		Date 14.6.85	

Secretary
attests
company

Important
Information to
be given to
those referred to
in section 21(2)(b)
of the Companies
Act 1976 and
section 200(2) of
the Companies
Act 1949 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)	DH&B MANAGERS LIMITED		Business occupation
Previous name(s) (note 3)			Nationality
Address (note 4)	Denning House, 90 Chancery Lane, London, WC2A 1EU		Date of birth (where applicable) (note 6)
Other directorshipst SEE ATTACHED LIST			
I hereby consent to act as director of the company named on page 1 for and on behalf of			
Signature		Date 14.6.85	

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

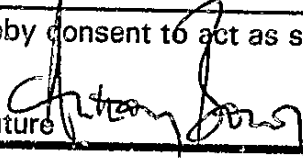
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binding margin



Important

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

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

Name (notes 3 & 7)	GRAY'S INN SECRETARIES LIMITED
Previous name(s) (note 3)	
Address (notes 4 & 7)	Denning House, 90 Chancery Lane, London, WC2A 1EU
I hereby consent to act as secretary of the company named on page 1 for and on behalf of Gray's Inn Secretaries Limited	
Signature 	Date 14.6.85

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 1976

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

delete as
appropriate

Signature Denton Hall & Burrows [Subscriber] [Agent]† Date 14.6.85

Signature Denton Hall & Burrows [Subscriber] [Agent]† Date 14.6.85

DIRECTORSHIPS OF DH&B DIRECTORS LIMITED as at 11th June 1985

Moorlands Automarine Ltd.

Glensdale Ltd.

Bulletin (UK) Ltd.

Keymiss Ltd.

Virgobond Ltd.

Station Works (Datchet) Management Ltd.

Regent's College Pension Trustee Ltd.

Dramrond Ltd.

Monoak Ltd.

DIRECTORSHIPS OF DH&B MANAGERS LIMITED as at 11th June 1985

Moorlands Automarine Ltd.

Bulletir (UK) Ltd.

Regent's College Pension Trustee Ltd.

Dramrond Ltd.

Monoak Ltd.

;

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY


No. 1927955

I hereby certify that

BUEGINHALL 9 LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 2ND JULY 1985


MRS. D. M. WILKIE

an authorised officer