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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

2033222

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

* Insert full
name of Company

Name of company

TELEMASTER VISIONS LIMITED

I, MALCOLM ROY CHETTLEBURGH
of Temple House, 20 Holywell Row, London, EC2A 4JB

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 130, High Street,
Hornchurch, Essex, RM12 4UH

Declarant to sign below

the 18th day of June
One thousand nine hundred and eighty-six
before me [Signature]

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

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

M.R.Chettleburgh Ltd,
20 Holywell Row,
London, EC2A 4JB

For official Use

New Companies Section

Post room

THE COMPANIES ACT 1985.
A PRIVATE COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION of

TELEMASTER VISIONS LIMITED



1. The name of the Company is:- TELEMASTER VISIONS LIMITED
2. The Registered Office of the Company will be situate in England.
3. The company's objects are to act as designers, manufacturers, exporters, importers, wholesalers and retailers of all produce, products, goods and articles for personal, domestic, commercial or industrial use and to carry out all or any service industry in relation thereto or concerning leisure, relaxation or pastimes or such other objects as the Company may from time to time by Special Resolution prescribe and the doing of all such other things as are incidental or conducive to the attainment of such objects.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1 each.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber



M.R.Chettleburgh Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB.
Company Registration Agents.

One

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB
Company Registration Agents.

One

Dated the 1st April, 1986

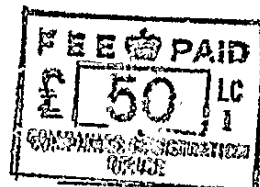
Witness to the above signatures:-

R.S.Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.
Company Registration Agent.



THE COMPANIES ACT 1935.
A PRIVATE COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION of

TELEMASTER VISIONS LIMITED



1. The name of the Company is:- TELEMASTER VISIONS LIMITED 2033222
2. The Registered Office of the Company will be situate in England.
3. The company's objects are to act as designers, manufacturers, exporters, importers, wholesalers and retailers of all produce, products, goods and articles for personal, domestic, commercial or industrial use and to carry out all or any service industry in relation thereto or concerning leisure, relaxation or pastimes or such other objects as the Company may from time to time by Special Resolution prescribe and the doing of all such other things as are incidental or conducive to the attainment of such objects.
4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 shares of £1 each.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber

M.R.Chettleburgh Limited,,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB.
Company Registration Agents.

One



Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London, EC2A 4JB
Company Registration Agents.

One

Dated the 1st April, 1986

Witness to the above signatures:-

R.S.Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.
Company Registration Agent.



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION of

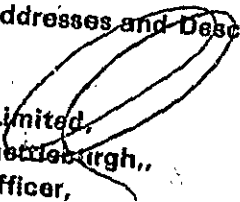
TELEMASTER VISIONS LIMITED ✓

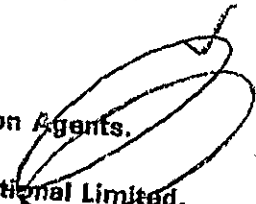
2033222

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. The Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company either in their entirety or with such variations as the Company shall by Special Resolution from time to time prescribe.

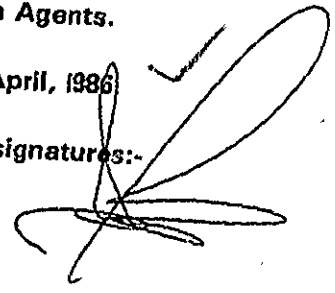
Names, Addresses and Descriptions of the Subscribers.


M.R.Chettleburgh Limited,
by Malcolm Roy Chettleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London EC2A 4JB
Company Registration Agents.


Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London, EC2A 4JB
Company Registration Agents.

Dated this 1st day of April, 1986 ✓

Witness to the above signatures:-


Robert S Kelford,
5, Artemis Close,
Gravesend,
Kent.
Company Registration Agent

G

10

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

2033222

Name of company

TELEMASTER VISIONS LIMITED

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

TEMPLE HOUSE, 20, HOLYWELL ROW, LONDON

Postcode

EC2A 4JB

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

M. R. CHETTERBURGH LIMITED.

TEMPLE HOUSE, 20 HOLYWELL ROW, LONDON.

Postcode

EC2A 4JB

Number of continuation sheets attached (see note 1)

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

M. R. CHETTERBURGH LTD.
TEMPLE HOUSE,
20 HOLYWELL ROW.
LONDON EC2A 4JB.
TEL. 01-377 0381

For 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 margin

Name (note 3)		Business occupation Company Registration Agents.	
M.R. CHETTLEBURGH LIMITED.			
Previous name(s) (note 3)		Nationality British.	
Address (note 4)		Date of birth (where applicable) (note 6) N.A.	
TEMPLE HOUSE, 20 HOLYWELL ROW,			
LONDON.	Postcode	EC2A 4JB.	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date 18 JUN 1986	

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

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)	
Malcolm Roy Chettleburgh	
Previous name(s) (note 3)	
Address (notes 4 & 7) Temple House, 20 Holywell Row,	
London,	
Postcode	EC2A 4JB
I consent to act as secretary of the company named on page 1	
Signature	Date 18 JUN 1986

Signature of agent on behalf of subscribers	Date 18 JUN 1986
---	------------------

FILE COPY



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No. 2033222

i hereby certify that

TELEMASTER VISIONS 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 1986

E. Chadwick
MRSE. CHADWICK

an authorised officer

THE COMPANIES ACT 1985

No. 2033222

TELEMASTER VISIONS LIMITED

At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at Temple House, 20 Holywell Row, London, EC2A 4JB on the 7 July 1986 the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION

That the Company adopt new Memorandum and Articles of Association in accordance with the copy attached to this Resolution and signed by way of identification by the Chairman of the Meeting.

Dated the 7 July 1986.

M R Chettleburgh for
M R Chettleburgh Limited
Chairman

Filed by M R Chettleburgh Ltd
Temple House,
20 Holywell Row,
London EC2A 4JB

File No. CD54.2033222.542





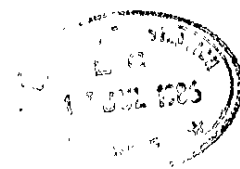
THE COMPANIES ACT 1985.

2033222

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of
TELEMASTER VISIONS LIMITED.

1. The name of the Company is:- TELEMASTER VISIONS 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 as producers, exporters, importers, wholesalers and retailers of records, tapes, compact discs, video discs, tapes and recordings, record players, stereophonic and quadraphonic reproduction equipment, amplifiers, speakers, styli and all audio accessories and equipment, tape recorders, video players and recorders, video cameras, radios, televisions, public address equipment and musical instruments and as manufacturers of all equipment, plant, apparatus and accessories used by the entertainment and musical industries and also to carry on business as electrical and mechanical engineers.
 - (b) To carry on business as music publishers and publishers generally of posters, periodicals, journals, newspapers and books of all kinds; to deal in all photographic equipment including cameras, projectors, holograms and photographic accessories; to deal in binoculars, telescopes, microscopes and other optical instruments.
 - (c) To carry on business as entertainment agents and managers for bands, groups, artists, actors, actresses and other entertainers; to produce and distribute films and to promote, produce and manage all radio and television broadcasts, stage presentations, concerts, lectures and seminars, all sporting activities and events and to act as promoters and managers of international and national clubs; to organise all recreational facilities and to carry on business as transport and tour operators, building tradesmen, property developers, property managers and dealers.



- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) 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 or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £ 100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.	Number of Shares taken by each Subscriber
--	--

M. R. Chettleburgh Limited,, by Malcolm Roy Chettleburgh, a duly authorised Officer, Temple House, 20, Holywell Row, London, EC2A 4JB,	One
--	-----

Company Registration Agents.

Chettleburgh International Limited, by Malcolm Roy Chettleburgh, a duly authorised Officer, Temple House, 20, Holywell Row, London, EC2A 4JB,	One
---	-----

Company Registration Agents.

Dated this 1st April, 1986

Witness to the above signatures:-

R. S. Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.

Company Director

THE COMPANIES ACT 1985

2033222

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

TELEMASTER VISIONS LIMITED.

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company videlicet: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, 81, 94, 95 and the second and third sentences of Regulation 79.

CAPITAL.

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.

(b). Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised



share capital with which the Company is incorporated 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 number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares

in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. 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 any member in person or by proxy. Unless a poll is 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, 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. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table 'A' shall be modified accordingly.

14. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 80 of the 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.

ALTERNATE DIRECTORS.

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY.

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director,
- (2) If he ceases to be a Director by virtue of Section 291 of the Act,
- (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors,
- (4) If he becomes of unsound mind,
- (5) If he is prohibited from being a Director by any order made under Section 295 to 300 of the Act,
- (6) If he is removed from office by a resolution duly passed under Section 303 of the Act.

Names, Addresses and Descriptions of the Subscribers.

M. R. Chettleburgh Limited,
by Malcolm Roy Chettleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Dated this 1st day of April, 1986

Witness to the above signatures:-

Robert S Kelford,
5, Artemis Close,
Gravesend,
Kent.

Company Director

518

G

COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 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

18

2033222

Name of company

*
TeDemaster Visions LTD

* insert full name
of company

gives notice that the 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:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 11 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Delete as
appropriate

Signed



[Director][Secretary]† Date 14/7/86

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

Stevens & Co
124/5 Westbourne Grove
W.2.

For official Use
General Section

Post room



Company No. 2033222

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TELEMASTER VISIONS LIMITED

5 SEPTEMBER 1986

We, the undersigned, being all the members of the above Company, for the time having a right to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTION

"THAT subject to the consent of the Department of Trade and Industry the name of the Company be changed to COOMBE MUSIC INTERNATIONAL LIMITED."

Dated 5 September 1986

Signed

For Zomba Music Publishers Limited - Duly Authorised

.....
C I Calder



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2033222 / 13

I hereby certify that

TELEMASTER VISIONS LIMITED

having by special resolution changed its name, is now

incorporated under the name of

COOMBE MUSIC INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the

27TH OCTOBER 1986

P. H. Rowley

MES P.A. ROWLEY

an authorised officer

COOMBE MUSIC INTERNATIONAL LIMITED

Company No. 2033222

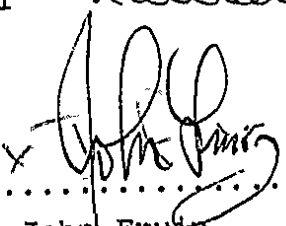
The Companies Act 1985

At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at Hill House, 1 Little New Street, London EC4A 3TR on 11th December 1989 the following Resolution was adopted as a Special Resolution:

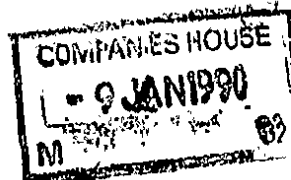
SPECIAL RESOLUTION

That the Company adopt new Memorandum and Articles of Association in accordance with the copy attached to this Resolution and signed by way of identification by the Chairman of the Meeting.

Dated the 11th day of December 1989


.....
John Fruin
Chairman

2/Gen/Coombe



203322



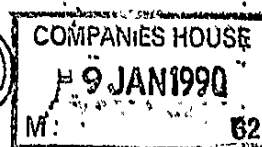
THE COMPANIES ACT 1985.

203322

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of
COOMBE MUSIC INTERNATIONAL LIMITED

1. The name of the Company is:- Coombe Music International 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 as producers, exporters, importers, wholesalers and retailers of records, tapes, compact discs, video discs, tapes and recordings, record players, stereophonic and quadraphonic reproduction equipment, amplifiers, speakers, styli and all audio accessories and equipment, tape recorders, video players and recorders, video cameras, radios, televisions, public address equipment and musical instruments and as manufacturers of all equipment, plant, apparatus and accessories used by the entertainment and musical industries and also to carry on business as electrical and mechanical engineers.
 - (b) To carry on business as music publishers and publishers generally of posters, periodicals, journals, newspapers and books of all kinds; to deal in all photographic equipment including cameras, projectors, holograms and photographic accessories; to deal in binoculars, telescopes, microscopes and other optical instruments.
 - (c) To carry on business as entertainment agents and managers for bands, groups, artists, actors, actresses and other entertainers; to produce and distribute films and to promote, produce and manage all radio and television broadcasts, stage presentations, concerts, lectures and seminars, all sporting activities and events and to act as promoters and managers of international and national clubs; to organise all recreational facilities and to carry on business as transport and tour operators, building tradesmen, property developers, property managers and dealers.



- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of the Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereat.
- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds whenever considered desirable and to guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company or by both such methods the performance of any contract or obligation of any person firm or company whatsoever.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and 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.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) 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 or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber

M. R. Chettleburgh Limited,,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

Chettleburgh International Limited,
by Malcolm Roy Chettleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row,
London,
EC2A 4JB,

One

Company Registration Agents.

Dated this 1st April, 1986

Witness to the above signatures:-

R. S. Kelford,
5, Artemis Close,
Gravesend,
Kent, DA12 2QW.

Company Director

2033272
THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

COOMBE MUSIC INTERNATIONAL LIMITED

PRELIMINARY.

1. The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.
2. Subject as hereinafter provided the Regulations set out in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to this Company.
3. The following Regulations of the said Table 'A' shall not apply to this Company *videlicet*: - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, 81, 84, 95 and the second and third sentences of Regulation 79.

CAPITAL

4. The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital, with which the company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates.
5. (a). Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of sub-paragraph (b) of this Article shall apply.
(b). Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised

share capital with which the Company is incorporated 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 number of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons at such times and on such terms as they think proper.

6. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.
7. Subject to the provisions of the Act including Sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

LIEN.

8. The lien conferred by Regulation 8 of Table 'A' on shares and dividends shall also attach to fully paid up shares and dividends thereon registered in the name of any person in respect of all monies owing by such person to the Company on any account whatsoever, whether he shall be the sole registered holder of the relevant shares or one of two or more joint holders thereof.

TRANSFER OF SHARES.

9. A Member desiring to transfer shares otherwise than to the Company pursuant to Article 7 hereof shall first give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares

in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS.

10. 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 any member in person or by proxy. Unless a poll is 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, 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. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS.

11. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.
12. The Company shall not be subject to section 293 of the Act and accordingly any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table 'A' shall be modified accordingly.
14. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place or profit under the Company, or in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY.

15. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered to the Registrar of Companies prior to the incorporation of the Company and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS.

16. The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued, or not and to mortgage or charge its undertaking property or uncalled capital, or any part thereof, and subject to section 80 of the 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.

ALTERNATE DIRECTORS.

17. Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

INDEMNITY

18. Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table 'A' every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses and expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director,
 - (2) If he ceases to be a Director by virtue of Section 291 of the Act
 - (3) If he becomes bankrupt (unless leave of a Court of competent jurisdiction has given leave for any individual to be or remain a Director of the Company) or if he becomes insolvent or enters into any arrangement with his creditors.
 - (4) If he becomes of unsound mind
 - (5) If he is prohibited from being a Director by any Order made under Section 295 to 300 of the Act
 - (6) If he is removed from office by a resolution duly passed under Section 303 of the Act

Names, Addresses and Descriptions of the Subscribers.

M. R. Chattleburgh Limited,
by Malcolm Roy Chattleburgh,,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Chattleburgh International Limited,
by Malcolm Roy Chattleburgh,
a duly authorised Officer,
Temple House,
20, Holywell Row
London,
EC2A 4JB

Company Registration Agents.

Dated this 1st day of April, 1986

Witness to the above signatures:-

Robert S Kelford,
5, Artemis Close
Gravesend,
Kent.

Company Director

COOMBE MUSIC INTERNATIONAL LIMITED

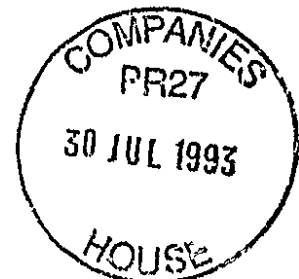
Written Resolutions of the members pursuant to Clause 381A of Table A of the Companies Act 1985

We, the undersigned, being all the members of the Company for the time being,

HEREBY RESOLVE:

1. DISPENSING WITH ANNUAL GENERAL MEETING AS AN ELECTIVE RESOLUTION:
"THAT, pursuant to Section 366A of the Companies Act 1985, the holding of the Company's Annual General Meetings be and is hereby dispensed with."
2. DISPENSING WITH LAYING OF ACCOUNTS AS AN ELECTIVE RESOLUTION:
"THAT, pursuant to Section 252 of the Companies Act 1985, the laying of Accounts and Reports before the Company in General Meeting be and is hereby dispensed with."

It was noted that the Resolution applied to the Accounts and Reports for the current period ending 31 December 1993.
3. DISPENSING WITH APPOINTMENT OF AUDITORS AS AN ELECTIVE RESOLUTION:
"THAT, pursuant to Section 386 of the Companies Act 1985, the obligation to appoint Auditors annually be and is hereby dispensed with."



4. AUDITORS'
REMUNERATION

AS AN ORDINARY RESOLUTION:

"THAT the Board of Directors be and are hereby authorised to agree the Auditors' remuneration as required from time to time until such time as the Elective Resolution to dispense with the annual appointment of Auditors is revoked

AND THAT it be and is hereby noted that although the Company would not hold Annual General Meetings in future, any Member might requisition one by notice in writing to the Company at its Registered Office before 30 September in any year.

AND THAT it be and is hereby noted that any of the above Elective Resolutions might be revoked by the passing of an Ordinary Resolution in general meeting."

Dated 20 July 1993

Signed - Duly Authorised
For and on behalf of Zomba Records Limited

.....
D N Howe