



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

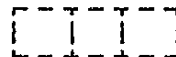
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

* **SHIREMEN** Limited

*insert full name
of company

I, NIGEL LEONARD BLOOD, _____
of 84 Temple Chambers, _____
Temple Avenue, _____
London, EC4Y 0HP _____

do solemnly and sincerely declare that I am a person named as 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 Temple Chambers,
Temple Avenue,
in the City of London.

Declarant to sign below

the 9th day of December

One thousand nine hundred and eighty Six

before me

J. J. A. [Signature]

A Commissioner for Oaths/

~~A Solicitor having the powers conferred on a Commissioner for Oaths~~

[Signature]

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

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

For official use

New Companies Section

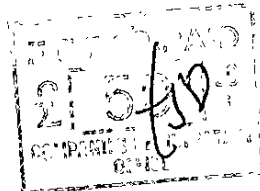
Post room



The London Law Agency Limited Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

2086893

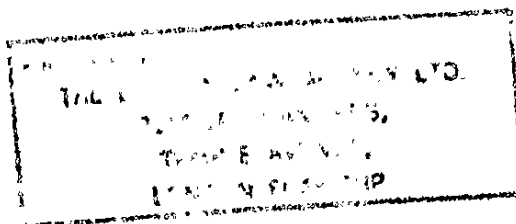
MEMORANDUM OF ASSOCIATION

OF

SHIREMEN LIMITED



1. The Company's name is "SHIREMEN LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on all or any of the businesses of proprietors of hotels motels restaurants clubs casinos licensed premises holiday accommodation swimming pools baths bingo halls tennis courts squash courts golf courses fun fairs pleasure and sports grounds bowling greens and other places of recreation amusement and entertainment sports outfitters cafe and refreshment room proprietors hire purchase and general financiers property dealers and developers licensed victuallers wine spirit and beer merchants brewers maltsters distillers importers of foreign wines and spirits dealers in aerated and mineral waters general provision merchants refreshment contractors proprietors of shops stores kiosks baths gaming rooms dressing rooms laundries libraries dance halls concert halls and rooms for public or private use coach carriage omnibus and motor vehicle proprietors garage and boat house proprietors dealers in and letters on hire of motor and other vehicles and motor and other boats of all kinds organisers of sporting athletic and leisure activities and events and amusement caterers theatre box office agents insurance agents tobacconists chemists hairdressers travel and booking agents bakers confectioners butchers grocers poulterers greengrocers and general merchants agents and traders.



MS/MOT/179/80

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either 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 performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

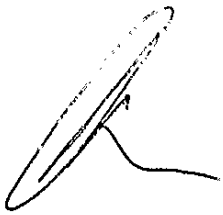
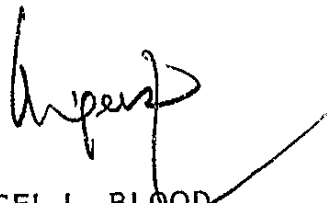
(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

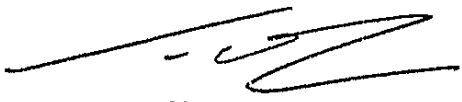
4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP.	One
Total Shares taken	Two

Dated the 1st day of November, 1986.

Witness to the above Signatures:-


J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHIREMEN LIMITED

2086893

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (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 fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; 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 on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.

8. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.

9. 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 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.

10. A Director may vote as a Director on any resolution concerning 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 a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

11. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official 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.

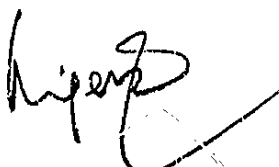
TRANSFER OF SHARES

12. 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; and Clause 24 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS



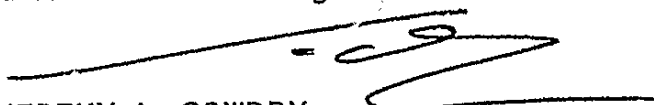
ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.



NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of November, 1986.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

2086893

Name of company

*Insert full name
of company

* SHIREMEN Limited

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

84 Temple Chambers,
Temple Avenue,
LONDON

Postcode

EC4Y 0HP

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



The London Law Agency Limited,
84 Temple Chambers,
Temple Avenue,
LONDON

Postcode

EC4Y 0HP

Number of continuation sheets attached (see note 1)



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

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

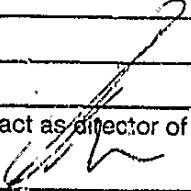
For official use
General Section

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:

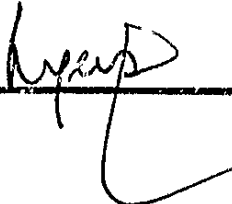
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Name (note 3) Roy Charles Keen		Business occupation	
		Company Director	
Previous name(s) (note 3) None		Nationality	
Address (note 4) 84 Temple Chambers		English	
Temple Avenue		Date of birth (where applicable)	
LONDON	Postcode	EC4Y 0HP (note 6)	
Other directorships †			
The London Law Agency Limited			
West's Printing Works Limited			
I consent to act as director of the company named on page 1			
Signature 		Date - 1 NOV 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:

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

Name (notes 3 & 7)		Nigel Leonard Blood	
Previous name(s) (note 3)		None	
Address (notes 4 & 7)		84 Temple Chambers	
Temple Avenue		London	
		Postcode	EC4Y 0HP
I consent to act as secretary of the company named on page 1			
Signature 		Date - 1 NOV 1986	

Agents for and on behalf of the Company The London Law Agency Limited		- 1 NOV 1986	
Signature of agent on behalf of subscribers 		Director Date	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2086893

I hereby certify that

SHIREMEN 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

5TH JANUARY 1987

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

MRS. E. J. JONES
an authorised officer

Number of Company: 2086093

18
THE COMPANIES ACT 1985

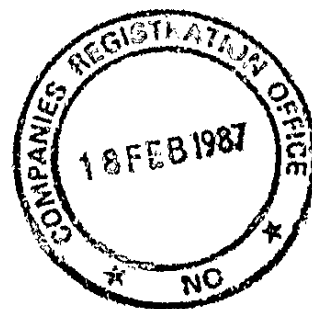
A PRIVATE COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

SHIREMEN LIMITED

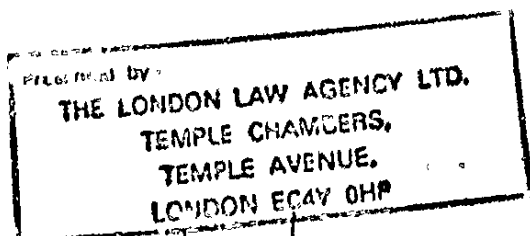


Passed the 5th day of January 1987.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 5th day of January 1987,
the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to
HOLLYWOOD EXPRESS LIMITED


ROY C KEEN
CHAIRMAN.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2086893


17

I hereby certify that

SHIREMEN LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 24TH FEBRUARY 1987


J.M. BENNETT

an authorised officer

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* insert full name
of company

To the Registrar of Companies

For official use

Company number

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

2086893

Name of company

* HOLLYWOOD EXPRESS

Limited

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:5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

Day Month

3 1 1 2

† Delete as
appropriate

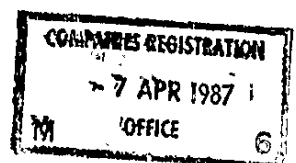
Signed

[Director][Secretary]† Date 18th March 1987Presenter's name address and
reference (if any):Bates, Wells & Braithwaite
20 Old Bailey,
London EC4M 7EP.

STL.PM.0233.10

For official Use
General Section

Post room

**The London Law Agency Limited** Company Registration Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)



COMPANIES FORM No. 225(2)

225(2)

**Notice of new accounting
reference date given after the
end of an accounting reference
period by an holding or subsidiary
company or by a company subject
to an administration order**

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

2086893

Name of company

* insert full name
of company

* HOLLYWOOD EXPRESS LIMITED

Note

Please read notes
1 to 5 overleaf
before completing
this form

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

Day Month

3	1	0	3
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† delete as
appropriate

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

Day Month Year

3	1	0	3	1	9	8	8
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If neither of these
statements can be
completed, the
notice cannot be
given.

If this notice is given by a company which is a subsidiary or holding company but which is not subject
to an administration order, the following statement should be completed:

The company is a [subsidiary][holding company]† of AMC Entertainment (UK) Limited

, company number 1732125

the accounting reference date of which is 31-03

If this notice is given by a company which is subject to an administration order, the following statement
should be completed:

An administration order was made in relation to the company on _____
and it is still in force.

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

Signed

Charles W. Wessely

Designation‡

MANAGING
DIRECTOR

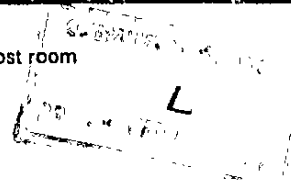
Date 16 JUNE 1989

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

Clifford Chance
Royex House
Aldermanbury Square
London EC2V 7LD
Ref: DRC.208/KAC/SPAL

For official Use
General Section

Post room



Price Waterhouse



2086893

29 September 1988

BY HAND

The Secretary
Hollywood Express Limited
C/o Clifford Chance
Royex House
Aldermanbury Square
London EC2V 7LD

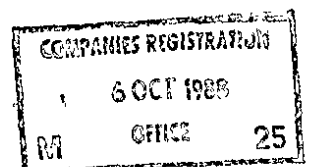
Dear Sir,

We give notice that we are resigning as auditors of Hollywood Express Limited (company number 2086893) with effect from 22 July 1988. Since our appointment, we have carried out no audit work. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of Hollywood Express Limited.

Yours faithfully,

Price Waterhouse

DWB/TJ



225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

2086893

*Insert full name
of company

Name of company

* Hollywood Express Limited

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

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

Day Month

3	1	1	2
---	---	---	---

†Delete as appropriate

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

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company] of.

company number

the accounting reference date of which is.

~~If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:~~

~~An administration order was made in relation to the company on.~~

and it is still in force
for and on behalf of

Gray's Inn Secretaries Limited

Signed

Designation#

Date 9th December 1988

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

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

Denton Hall Burgin & Warrens
5 Chancery Lane
London WC2A 1LF

For official use
General Section

Post room

Ref. ARH/jdv

23 12 1953

G

COMPANIES FORM No. 353

Notice of place where register of members is kept or of any change in that place

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 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

--	--	--	--

2086893

Name of company

* HOLLYWOOD EXPRESS LIMITED

* insert full name of company

† delete as appropriate

gives notice that the register of members is [now]† kept at:

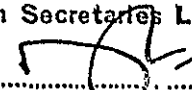
Five Chancery Lane,

LONDON, WC2A 1LF.

Postcode

WC2A 1LF

For and on behalf of
Gray's Inn Secretaries Limited

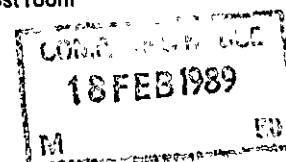
Signed  DIRECTOR/ [Director] (Secretary)† Date February 13, 1989
AUTHORISED SIGNATORY

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

RMMS/MJC/PAG/sk
Denton Hall Burgin & Warrens,
Five Chancery Lane,
London, WC2A 1LF.

For official Use
General Section

Post room



RESOLUTIONS IN WRITING of all the Shareholders of the Company passed
on *20th* November 1989.

1. RESOLVED as a Special Resolution that the Articles of Association of the Company be and they are hereby altered by the deletion in its entirety of Article 12 and by insertion of the following new Article in its place:

"12. Clauses 24, 25 and 26 in Table A shall not apply to the Company."

2. RESOLVED that the Board of Directors of the Company be and it is specifically empowered, authorised and directed to create and issue a Guarantee and Indemnity Agreement in favour of the Banks, the Administration Agent and the Facility Agent (as defined in a Facility Agreement (the "Facility Agreement") to be made between to United Cinemas International Multiplex BV (1), United Cinemas International (UK) Limited (2), United Cinemas International (Ireland) Limited (3), the Banks and other Financial Institutions listed on the signature pages of the agreement (4), the Bank of New York (5) and the Bank of Nova Scotia (6)) in such form as such persons may from time to time require. The purpose of such guarantee is to secure repayment of all monies, obligations and liabilities now or hereafter due, owing or incurred from or by the other members of the Restricted Group to the Banks, the Administration Agent, and the Facility Agent under the Financing Documents (as defined in the Facility Agreement). It is

Handwritten signature and initials

noted that the creation of such guarantee constitutes one of the substantive objects of the Company.

SIGNED



.....
For and on behalf of United Cinemas
International (UK) Limited



.....
For and on behalf of United Cinemas
UCI Exhibition (UK) Limited

{ARH/9784E}

G

COMPANIES FORM No. 325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

325

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--	--

2086893

Name of company

* Hollywood Express Limited

* Insert full name of company

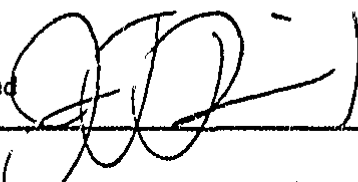
gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] † kept at:

† delete as appropriate

Parkside House,	
51/53 Brick Street,	
London,	
Postcode	W1Y 7DU.

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

Signed



Designation‡

Secretary

Date

29.4.92

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

For official Use
General Section

Post room

