

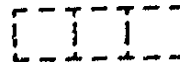
**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

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

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

To the Registrar of Companies

For official use



For official use



Name of company

* MEDIA SHOW LIMITED

* Insert full
name of CompanyI. MALCOLM ROY CHETTLEBURGH
of Temple House, 20 Holywell Row, London, EC2A 4JB† delete as
appropriate

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 8th day of Decr
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.

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

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

For official Use

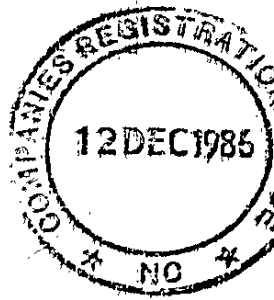
New Companies Section

Post room

THE COMPANIES ACT 1985.

A PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION of
MEDIA SHOW LIMITED

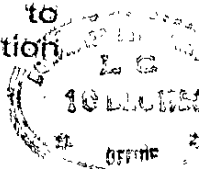


1. The name of the Company is:- MEDIA SHOW LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

2687671

- (a) To carry on the business of making, producing, editing, exhibiting, buying, selling and dealing in, distributing, renting, letting on hire and otherwise exploiting cinematograph, television, hologram and video films and motion pictures and sound recordings therefor for television, video, cable, theatrical or satellite broadcasting; to act as advisors, consultants and tutors on all aspects thereof and generally to act as agents for the purchase, sale, hiring and exploitation thereof, and generally to manufacture, duplicate and produce copies under licence of and to buy, hire, edit, sell, let on hire, import, export, produce or otherwise deal in cinematograph, television and all video cameras, recorders, tapes and cassettes and other photographic, electronic or other apparatus, articles, plant, machines and accessories, and to promote and manage all cinematograph, television or live shows, exhibitions and entertainments.
- (b) To carry on business as technical illustration specialists, graphic and design consultants, commercial artists, specialists in audio visual presentation, video documentation and photography; to design sets for films and television studios; to produce animation work radio programmes, commercials and illustrations; to act as lithographic, letterpress and silkscreen printers, typesetters and general contractors in relation to the production, purchase or sale of publicity brochures, pamphlets, leaflets, guides, catalogues, programmes, books, magazines and periodicals, music and entertainments, manufactured articles, goods, produce and services.
- (c) To carry on business as advertising and public relations consultants, designers, manufacturers, builders and fixers of all advertising signs, visual displays, boards, posters and other articles and to deal in all varieties of wrappings and containers; to plan and carry out all advertising campaigns and schemes and to arrange exhibitions and to carry out market surveys and consumer research and to organise all conferences and seminars, displays, presentations and exhibitions and to undertake all distribution and delivery services in connection with the services and products of the Company.

M. R. CHETTLEBURGH LTD.
TEMPLE HOUSE,
20 HOLYWELL ROW,
LONDON EC2A 4JB.
TEL. 01-377 0361



- (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 December, 1986

Witness to the above signatures:-

R. S. Kelford,
Temple House,
20, Holywell Row,
London, EC2A 4JB

Company Director

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

MEDIA SHOW 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 Articles 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 and the second and third sentences of Articles 79, 81, 94 and 95.

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.


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

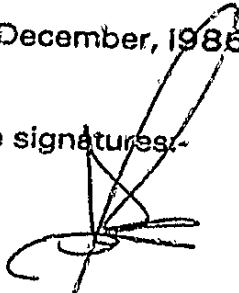
Company Registration Agents.


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 December, 1986

Witness to the above signatures-


Robert S Kelford,
Temple House,
20, Holywell Row,
London, EC2A 4JB

Company Director



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 1925

P3

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

To the Registrar of Companies

For official use

2087871

* Insert full name
of company

Name of company

*
MEDIA SHOW LIMITED

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

34, EASTFIELD ROAD
BURNHAM
DUCKS
Postcode

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. CHETLEBURGH LIMITED
TEMPLE HOUSE, 20 HOLYWELL ROW, LONDON.
Postcode EC2A 4JB

Number of continuation sheets attached (see note 1)

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

M. R. CHETLEBURGH LTD.
TEMPLE HOUSE
20 HOLYWELL ROW,
LONDON EC2A 4JB
TEL 01-377 0301

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:

Name (note 2)		Business occupation	
GEORGE NATHAN GROSS		LOCAL GOVT. OFFICER	
Previous name(s) (note 3)		Nationality	
n/a		BRITISH	
Address (note 4)		Date of birth (where applicable)	
32 CALLETT HOUSE		(note 6) 26/11/58	
RUSSELL LINE			
LONDON	Postcode	E2 9UD	
Other directorships †			
NONE			
I consent to act as director of the company named on page 1			
Signature		Date	
<i>[Signature]</i>		21/11/86	

Please do not write in this margin

† enter particulars of other directorships held or proposed (see note 6) if this space is insufficient, continue on page 2

Name (note 3)		Business occupation	
JOHN CHESTERMAN		JOURNALIST	
Previous name(s) (note 3)		Nationality	
		BRITISH	
Address (note 4)		Date of birth (where applicable)	
114 QUEEN ALEXANDRA		(note 6) 30/5/25	
MANSLINGS, TONBRIDGE ST			
LONDON WC1	Postcode		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	
<i>[Signature]</i>		21/11/86	

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

do not

sign

complete
preferably
in type, or
ack lettering

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 8th December 1986

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

Signature of agent on behalf of subscribers	Date 8th December 1986
---	------------------------

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

If the form is
by the
person

If the form is
by an agent on
of the
board

subscribers
sign either
themselves or by a
person authorised to sign
on their behalf

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2087671

I hereby certify that

MEDIA SHOW 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

8TH JANUARY 1987

A handwritten signature in cursive script, appearing to read 'E. J. Jones'.

MRS. E. J. JONES

an authorised officer



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

--	--	--	--

2087671

Name of company

* Insert full name
of company

* MEDIA SHOW 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:

Day Month

3	1	1	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

Signe

X Robbe Ban

[Director][Secretary]† Date

29/1/87

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

PRYOR, BEGENT, FRY & Co.
ACCOUNTANTS
64 EASTFIELD ROAD
BURNHAM, WICKS.

For official Use
General Section

Post room



COMPANY NO.: 2087671

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTIONS

OF
MEDIA SHOW LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at *the Registered Office* the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company, viz:

RESOLUTIONS

Passed the *16th* day of *November* 1987

1. That, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

WALL TO WALL TELEVISION LIMITED

2. That Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

A.C. Chipman

CHAIRMAN



Capital Company Services Limited
1/3 Leonard Street City Road
London EC2A 4AQ



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2087671

I hereby certify that

MEDIA SHOW LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WALL TO WALL TELEVISION LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 DECEMBER 1987

F. A. Joseph.

F. A. Joseph

an authorised officer

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

WALL TO WALL TELEVISION LIMITED
34 EASTFIELD ROAD
BURNHAM
BUCKS
SL1 7PE

DEF6/ 2087671

Date: 20 JUNE 1989

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

WALL TO WALL TELEVISION LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380015

3435

FILE COPY

dti

Companies House is an executive agency within the Department of Trade and Industry

HD602



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

225(1)

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
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2087671

Name of company

* WALL TO WALL TELEVISION LIMITED

* Insert full name of company

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	0	0	6
---	---	---	---

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

Day Month Year

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

3	0	0	6	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

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:

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

An administration order was made in relation to the company on _____

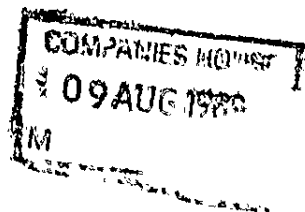
and it is still in force.

Signed *A Chipman* Designation: *Director* Date *24/7/89*

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

For official Use
General Section

Post room



Company No. 2087671

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTION
OF
WALL TO WALL TELEVISION LIMITED

X
Passed 16th September 1993

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Resolution was duly passed as a SPECIAL RESOLUTION:-

That the Company adopt New Articles of Association in the form of the draft annexed

 J. R. P.
Director



15/09/93

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

WALL TO WALL TELEVISION LIMITED

(Adopted by Special Resolution
passed 16th September 1993)

PRELIMINARY

1. The Regulations in Table "A" in the Companies (Tables A - F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as Table A. Such Regulations (save as are herein excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989.

SHARES

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company offer 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 these shares or debentures being offered for sale to the public.
- 3.1 The Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot shares up to the amount of the authorised share capital without limit of time from the date of adoption of these Articles.
- 3.2 In accordance with Section 91 of the Act sections 89 and 90 (1) (6) and (7) thereof shall be excluded from applying to the Company.
- 3.3 Subject to the provisions of Chapter VII of Part V of the Act:-
 - (a) The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or shareholder;
 - (b) The Company may purchase its own shares (including any redeemable shares);
 - (c) The Company may make payments in respect of the redemption or purchase under section 160 or (as the case may be) 162 of the Act and the relevant power (a) or (b) above of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares to the extent permitted by section 171 of the Act

Regulation 35 of Table A shall not apply.

DIRECTORS

- 4.1 Regulation 64 of Table A shall not apply to the Company.
- 4.2 The number of the Directors shall be determined by an Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions expressed to be vested in the Directors generally and Regulation 89 of Table A shall be modified accordingly.
- 4.3 The Directors shall not be subject to retirement by rotation and accordingly regulations 73 to 75 shall not apply and all other references in the regulations to retirement by rotation shall be disregarded.
- 4.4 The power to appoint Directors, whether to fill casual vacancies or as an addition to the Board or otherwise, and the power to remove any Director shall reside in Wall to Wall (Holdings) Limited whose registered office is at 325 City Road, London EC1V 1LJ. Notice of the appointment or removal of a Director shall be given in writing or by facsimile or by telex to the Company by Wall to Wall (Holdings) Limited and shall take effect as from the date of receipt of such notice by the Company.
- 4.5 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

ALTERNATE DIRECTORS

5. A Director may from time to time by notice in writing to the Company appoint any person approved by the Board at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An Alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the Board. Regulations 65 and 67 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

6. Subject to Section 317 of the Act a Director or Alternate Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration and Regulation 94 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

7. Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.

ASSOCIATE DIRECTORS

8. The Directors shall have power from time to time by Resolution to appoint any one or more persons, to the office of Associate Director of the Company and the following provisions with regard to any such appointments shall have effect:-
- (a) The appointment, tenure of office and scope of duties of an Associate Director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of an Associate Director, except that no action shall be done that would impose any personal liability on any Associate Director except with his full knowledge and consent.
 - (b) The Directors may also from time to time by Resolution remove any Associate Director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the Associate Director and the Company.
 - (c) The appointment of a person to be an Associate Director may be in the place of or in addition to his employment by the Company in any other capacity.
 - (d) The remuneration of an Associate Director may be determined from time to time by the Directors and may be payable by a lump sum or by way of salary or commission on the dividends or profit or turnover of the Company or any division or branch or part thereof, or of any other company in which the Company is interested, or other participation in any other such profits or otherwise by any or all or partly by one and partly by another or others of these modes or otherwise as the Directors may from time to time determine.
 - (e) An Associate Director shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Statutes or these Articles.
 - (f) An Associate Director shall be in attendance at meetings of the Directors and of any Committee of Directors whenever called upon to do so and shall at all times be ready to give the Directors the benefit of his knowledge, experience and advice.

INDEMNITY

9. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Regulation 118 of Table A shall not apply to the Company.