

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 lettering**

To the Registrar of Companies

For official use

For official use

T

2168431

Name of company

*insert full name
of company

* GALASHIRE Limited

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,

Declarant to sign below

Temple Avenue,

In the City of London

the 13th day of AUGUST

One thousand nine hundred and eighty SEVEN

before me

A Commissioner for Oaths/

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

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

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)

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

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

*Insert full name
of company

Name of company

*	GALASHIRE	Limited
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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:

Please do not write in this margin

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					
I consent to act as director of the company named on page 1					
Signature				Date - 1 AUG 1987	

† 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 AUG 1987	

Agents for and on behalf of the Company
The London Law Agency Limited

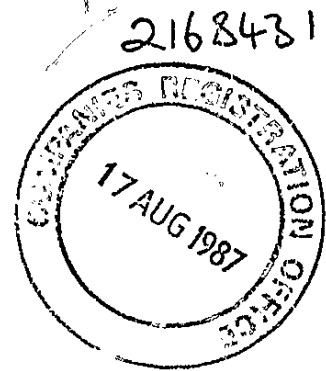
Signature of agent on behalf of subscribers

Director Date - 1 AUG 1987

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
GALASHIRE LIMITED



1. The Company's name is "GALASHIRE LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To carry on the business of financiers and to finance and negotiate mortgages and loans of every description and to advance and lend money on the security of properties and assets of all kinds and upon such terms as may be arranged; to draw accept endorse discount buy sell and deal in bills of exchange promissory notes bonds debentures coupons and other negotiable instruments and securities; to issue on commission subscribe for take acquire and hold sell exchange and deal in shares stocks debentures bonds obligations or securities of any government authority or company; to form promote subsidise and assist companies syndicates and partnerships of all kinds; to give any guarantee for the payment of money or the performance of any obligation or undertaking; to purchase and sell book debts and the like and to undertake the collection of the same; to undertake the collection of rents and to carry on all or any of the businesses of moneylenders hire purchase financiers merchant bankers bill discounters company promoters marine brokers financial agents mortgage and insurance agents and brokers estate agents and developers business developers and business transfer agents auctioneers builders surveyors valuers accountants and tax adjusters and general consultants and advisers.
 - (ii) To purchase or by any other means acquire for investment purposes or otherwise any freehold leasehold or other property for any estate or interest whatever and any ground rents rights privileges or easements over or in respect of any property; to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes constructing altering fitting up and improving buildings and by planting paving draining farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.

Presented by
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4Y 0HP

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(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.

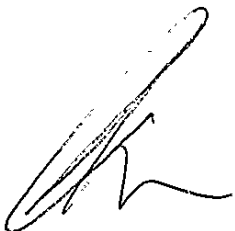
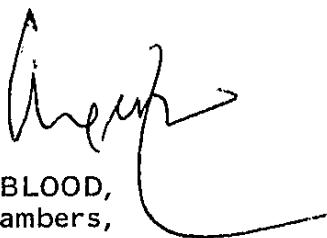
And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company 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.

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rate


£1

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 August, 1987.

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
GALASHIRE LIMITED

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 OHP.



NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Dated the 1st day of August, 1987.

Witness to the above Signatures:-



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

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

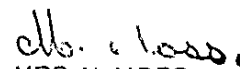
No. 2168431

I hereby certify that

GALASHIRE 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 23 SEPTEMBER 1987


MRS. M. MOSS

an authorised officer

Number of Company: 2168431

THE COMPANIES ACT 1985

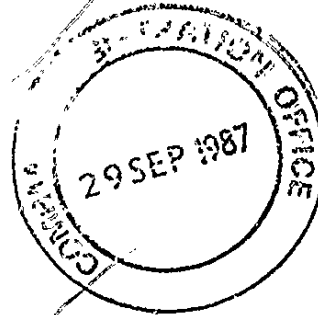
A PRIVATE COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

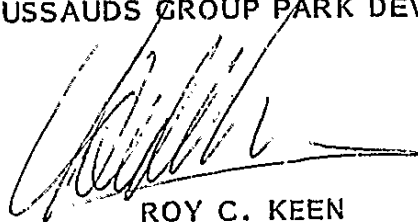
OF

GALASHIRE LIMITED



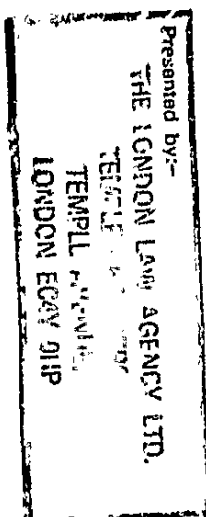
At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened, and held on the 23rd day of September 1987,
the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to
THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED



ROY C. KEEN

CHAIRMAN.



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FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2168431

I hereby certify that

GALASHIRE LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**THE TUSSAUDS GROUP PARK DEVELOPMENTS
LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 9 OCTOBER 1987

an authorised officer

3-4-03

Company No. 2168431

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED
passed 29th September 1988

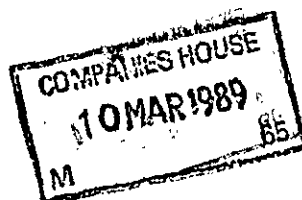
At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Marylebone Road, London NW1 5LR on 29th September 1988 at 11.00 am, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

M. Herbert.

Chairman



54/MA 10/F1/31.3.88

Company Number : 2168431

The Companies Act 1985

COMPANY LIMITED BY SHARES

A R T I C L E S O F A S S O C I A T I O N

O F

THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED

TABLE A

1 Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 as in force at 28th October 1987 (in these Articles hereafter referred to as "Table A") shall apply to the Company. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company.

2 The following provisions of Table A shall not apply to the Company - in regulation 24: the words "which is not fully paid"; regulation 94 and regulation 95.

3 SHARE CAPITAL

The share capital of the company is £100 divided into 100 ordinary shares of £1 each.

4 SHARES

4.1 Subject to the provisions of the Companies Act 1985 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in



general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, issue, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

4.2 Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall not apply to the Company.

4.3 In Regulation 3 of Table A the words "the articles" shall be deleted and shall be replaced by the words "the resolution authorising the issue".

5 VOTES OF MEMBERS

Regulation 62 of Table A, as applicable to the Company, shall be construed with the omission of the words "not less than 48 hours" and "not less and 24 hours".

6 ALTERNATE DIRECTORS

6.1 Each director shall have the power at any time to appoint as an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors and willing to act or (iii) any director of the immediate holding company for the time being of the Company or of any subsidiary of such holding company, and, at any time, to terminate such appointment.

6.2 The appointment of an alternate director shall automatically determine on the happening of any of the following events:

- (a) if his appointor shall terminate the appointment;
- (b) on the happening of any event which, if he were a director, would cause him to vacate the office or director;
- (c) if by writing under his hand left at the registered office of the Company he shall resign such appointment; or
- (d) if his appointor shall cease for any reason to be a director.

6.3 An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote and be counted for the purpose of a quorum at any such meeting as a director at any meeting at which his appointor is not personally present nor deemed to be present for the purposes of article 9 and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a

resolution in writing of the directors pursuant to regulation 93 of Table A or to agree to a resolution for the purposes of article 9.

6.4 An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

6.5 An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

6.6 Subject to the provisions of this article, the provisions of these articles of association and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.

6.7 Every appointment and removal of an alternate director shall be in writing signed by or on behalf of the director making or revoking the appointment or in any other manner approved by the directors and shall take effect (subject to any approval required by paragraph (1) of this article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary at such later date as may be specified.

6.8 A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to article 9) count as only one for the purpose of determining whether a quorum is present.

6.9 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company.

7 INTERESTS OF DIRECTORS

A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

8 APPOINTMENT AND REMOVAL OF DIRECTORS

8.1 The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary or at such later time as may be stated in such appointment or removal.

8.2 While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 81 of Table A) hold office until he is removed pursuant to Article 8.1.

8.3 While the Company is a subsidiary, regulations 73 to 79 (inclusive) of Table A shall not apply to the Company and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

9 PROCEEDINGS OF DIRECTORS

9.1 A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

9.2 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

9.3 For the purpose of determining whether the quorum necessary for the transaction of the business of the directors exists, there shall be counted in the quorum:

(a) in the case of a resolution agreed by directors in telephonic communication, all such directors; and

(b) in the case of a meeting of directors, in addition to the directors present at the meeting, and director in telephonic communication with such meeting

Number of Company: 2168431

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED

Passed on 1st March 1989

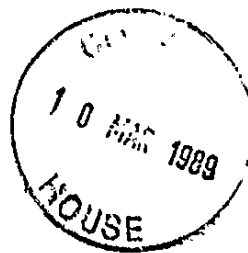
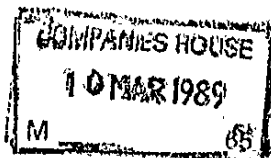
At an Extraordinary General Meeting of the above named Company duly convened and held on the 1st March 1989, the following Resolution was unanimously passed as a Special Resolution.

SPECIAL RESOLUTION

THAT Auditors shall not be appointed, the company having satisfied the provisions of Section 252 of the Companies Act 1985, relating to dormant companies.

M. Herbert.

M. HERBERT
Chairman



G

COMPANIES FORM No. 225(1)

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
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

2168431

Name of company

* insert full name of company

* THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED

Note

Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

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

Day Month Year

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

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

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.

Signed Robert A. Hummer Designation† Secretary Date 21/3/89

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

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

Braby & Waller (RF)
82 St John Street
London
EC1 M 4DPFor official Use
General Section

Post room

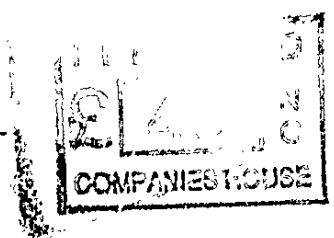
COMPANIES HOUSE	
22 MAR 1989	
M	22

16/3.

(5)

Company No. 2168431

COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE TUSSAUDS GROUP PARK DEVELOPMENTS LIMITED

Passed on 8 MARCH 1990

At an Extraordinary General Meeting of the Company duly convened and held at YORK COURT ALLSOP PLACE LONDON NW1 5LR on 8 MARCH 1990 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Madame Tussaud's Limited".

M. Herbert.
.....
Chairman



BSS ~~for~~ P2
007539

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2168431

I hereby certify that

**THE TUSSAUDS GROUP PARK DEVELOPMENTS
LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

MADAME TUSSAUD'S LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 MARCH 1990

M. Rose
M. ROSE

an authorised officer

Company No 2168431

THE COMPANIES ACT 1985-1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF MADAME TUSSAUD'S LIMITED

At an Extraordinary General Meeting of the above-named company duly convened and held at York Court, Allsop Place, London NW1 5LR on Thursday 11 February 1993 the following resolutions were duly passed as ELECTIVE RESOLUTIONS in accordance with s.379A of the Companies Acts 1985-1989 ("the Act").

RESOLUTION

THAT in accordance with section 252 of the Act an election be made to dispense with the laying of the accounts and reports before the company in general meeting.

RESOLUTION

THAT in accordance with section 366A of the Act an election be made to dispense with the holding of annual general meetings.

M. Herbert.

.....
Chairman

