

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOUND ADVANTAGE LIMITED

1. The name of the Company is "SOUND ADVANTAGE LIMITED"
2. The Company is to be a private company.
2. The Registered Office of the Company will be situate in England.
4. The Objects for which the Company is established are:-
  - (A) (i) To carry on all or any of the businesses of general merchants and trades, cash and credit traders, manufactures' agents and representatives and in particular to buy, sell, import, export, lease, let on hire, distribute, ship, deal in, manufacture, alter and repair products for deaf deaf blind and hard of hearing people and in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of operations and enterprises: to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
  - (A) (ii) To carry on the business of producers, directors, editors and subtitlers of video tapes, films, compact discs, audio discs, cassettes, books, magazines and

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publications and to market, buy, sell, hire or let on hire any of the same and in connection therewith to run

shops, libraries and mail order businesses; to acquire by purchase, lease or licence the rights in pre-recorded video tapes, films, compact discs, audio discs, cassettes, books, magazines and other publications.

- (B) To carry on any other business (whether or not directly concerned with the above objects) which may seem to the Directors capable of being conveniently carried on in connection therewith, or ancillary thereto or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, including the provision of all requisite services associated with the deaf and hard of hearing people.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, shops, stores, offices, factories, erections, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or any enhance the value of any other property of the Company.
- (D) 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.
- (E) To improve, manage, cultivate, develop, exchange, let on lease, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company for such consideration as the Company may think fit.
- (F) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit.

- (G) To lend and advance money or give credit to any person, firms or companies and in particular to customers of and others having dealings with the Company and generally to act as bankers for customers and other and to give guarantees, contracts of indemnity or become surety for any persons, firms or companies, and to secure or guarantee the payment of any sums of money or the performance of any obligation by any person firm, or company including any holding company, subsidiary or fellow subsidiary in any manner.
- (H) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue at par or at a premium or discount of Debentures or Debenture Stock (perpetual or otherwise) for such consideration and with and subject to such rights powers privileges and conditions as may be thought fit 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 Company's property or assets ( whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (I) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (J) To apply for, promote and obtain any Act of Parliament, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (K) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, authority, company, firm or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (L) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any

business capable of being carried on so as directly or indirectly to benefit this Company.

- (M) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (N) To remunerate any person, firm or company rendering services to this Company, either in cash or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise as may be though expedient.
- (O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.
- (P) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been officers of, or who are or have been employed by, or who are serving or have served the Company or a subsidiary of the Company or any Company which is allied to or associated with the Company or with any such subsidiary company or the predecessors in business of any of those companies, and to their spouses, widows, children and other relatives and dependents of such person; to make payment towards insurance of any such persons; and to set up, establish, support and maintain superannuation and other funds, trust or scheme (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (R) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may have the power of disposing.
- (S) To distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures or securities of other companies

belonging to this Company or of which this Company may have the power of disposing.

(T) 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, and to procure the Company to be registered, incorporated or recognised in or under the laws of any place outside England.

(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that :-

(a) each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause:

(b) the word "company" in this clause, except where used in reference to this Company, shall where the context so admits, be deemed to include any partnership or other body of persons, whether corporate or unincorporated and whether domiciled in the United Kingdom or elsewhere."

5. The Liability of the Member is limited.

6. The Share Capital of the Company is £1,000,000 divided into 1,000,000 shares of £1.00 each.

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MEPR/0815E

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

(Adopted on 1st of September 1993)

OF

SOUND ADVANTAGE LIMITED

PRELIMINARY

1. The Regulations contained in Table A ("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 shall apply to the Company save insofar as they are excluded or varied hereby and with these Articles shall constitute the Articles of Association of the Company.
2. References in these Articles to "the Act" means the Companies Act 1985. References in these Articles to numbered Regulations shall, unless the context otherwise requires, be deemed to be references to Regulations in Table A. Regulations 24, 41, 64, 73 to 80 inclusive, 90 and 95 shall not apply to the Company.

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
4. The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act at any time or times during the period of five years after the date of adoption of these Articles to allot or otherwise dispose of relevant securities (as defined in the said section 80) up to the amount of the share capital of the Company at the date of adoption of these Articles to such persons, on such

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terms and conditions, and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share at a premium or at par during such times and for such consideration as the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any relevant securities (as defined) an option to require the Company to allot to him or his nominees any further relevant securities in the Company at not less than par. In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

5. Subject to the provisions of Part V Chapter VII of the Act the Company may:-

5.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

5.2 purchase its own shares (including any redeemable shares);

5.3 make a payment in respect of the redemption or purchase, under sections 159 to 161 inclusive or (as the case may be) section 162 of the Act, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by sections 170 to 172 inclusive of the Act.

6. The lien conferred by Regulation 8 shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER AND TRANSMISSION OF SHARES

7. 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.

GENERAL MEETINGS

8. The sentence "Signatures in the case of a body corporate which is a member shall be sufficient if made by a director thereof on its behalf." shall be deemed to have been added at the end of Regulations 53.

9. Every notice convening a General Meeting of the Company shall comply with the provisions of Section 372(3) of the Act and shall give information to Members in respect of their right to appoint proxies.

#### DIRECTORS

10. Until otherwise determined by the Company by an ordinary resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be not less than two.
11. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors, or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.
12. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

#### BORROWING POWERS

13. 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 subject to section 80 of the Act (in the case of any relevant securities as defined in the said section) 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.

#### POWERS AND PROCEEDINGS OF DIRECTORS

14. Any Director who, by request, performs special services which are outside the scope of the ordinary duties of a Director or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.



15. A Director who is in any way, whether directly or indirectly, interested in any contract or proposed contract with the Company shall declare the nature of his interest in manner required by section 317 of the Act. A Director who has declared the nature of his interest in such a contract or proposed contract shall be entitled to vote in respect of that contract or proposed contract and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors or of the committee at which the vote is taken.
16. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.
17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
18. No Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed as the case may be as a Director of the Company, notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. No special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy years, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as a Director. Section 293 of the Act shall not apply to the Company.

ASSOCIATE, SPECIAL OR LOCAL DIRECTORS

19. The Directors may from time to time by resolution appoint any person (not being a Director) to be an Associate, Special or Local Director of the Company on such terms as they shall in their absolute discretion think fit, and may, at the like discretion, terminate any such appointment.
20. A person so appointed shall not be or be deemed to be a Director of the Company within the meaning of that word as used in the Act, or for the purposes of any other statute or statutory instrument. The expressions 'Directors' and 'the Directors' in these Articles shall not include 'Associate Director' or 'Special Directors' or 'Local Director' or 'Local Directors'.
21. Without prejudice to the generality of the foregoing:-
  - 21.1 An Associate, Special or Local Director shall not have any powers or be subject to any of the duties of a Director save insofar as specific powers or duties may have been vested in, delegated to or imposed upon him by the Directors.
  - 21.2 An Associate, Special or Local Director shall not have access to the books of the Company nor be entitled to receive notice of or attend or vote at meetings of the Directors or of any committee of the Directors. The Directors may invite an associate, Special or Local Director to attend a meeting or meetings of the Directors or of any committee of the Directors and may at any time withdraw such invitation. An Associate, Special or Local Director attending any such meeting by invitation of the Directors shall not be counted in reckoning whether a quorum is present.
  - 21.3 The remuneration of the Associate, Special or Local Directors shall be such as shall from time to time be determined by the Directors.
22. The appointment of a person to be an Associate, Special or Local Director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as Associate, Special or Local Director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise.

23. An appointment as Associate, Special or Local Director shall forthwith terminate if the Associate, Special or Local Director:-

23.1 resigns by writing under his hand left at the registered office; or

23.2 be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors; or

23.3 becomes for the time being prohibited from being concerned or taking part in the management of the company due to a disqualification order made against him pursuant to the provisions of the Company Directors Disqualification Act 1986; or

23.4 be removed by a resolution of the Directors; or

23.5 being an employee of the company ceases to be such an employee

#### OFFICIAL SEAL

24. The Company may, in addition to its common seal, have made an official seal for use in any territory or place not situate in the United Kingdom, which official seal shall be a facsimile of the common seal of the Company with the addition on its face of the name of every territory, district or place where it is to be used.

#### NOTICES

25. A notice may be given by the Company to any Member either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, and Regulations 111 to 116 shall be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the directors and auditors" in the last sentence of Regulation 38 shall not apply to the Company.

#### INDEMNITY

26. Every Director or other officer of the company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in sub-section (3) of Section 310 of the Act) which he may sustain or incur in or about the execution of his office or otherwise in relation thereto 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. This Article shall only have effect insofar as its provisions are not avoided by the said section.