



COMPANIES FORM No. 12

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

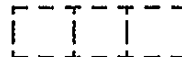
Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use



Name of company

\* CORIANDER CABLE LIMITED

\* insert full  
name of Company

I, DAVID HUDSON

of 46A ELMS CRESCENT

LONDON SW4 8QZ

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

~~I am a person named as director or secretary of the company in the statement delivered to the registrar~~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 11 New Street

LONDON EC2

Declarant to sign below

the 13th day of December

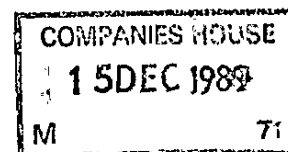
One thousand nine hundred and eighty nine

before me

R.G. MARSHALL A SOLICITOR

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): 216/s/AL014Allison & Humphreys  
40 Artillery Lane  
Bishopsgate  
London  
E1 7LSFor official Use  
New Companies Section

Post room



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

4-86 B'HAM.

5017173

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

10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

\*Insert full name  
of company

Name of company

\* CORIANDER CABLE LIMITED

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

|                   |  |          |        |
|-------------------|--|----------|--------|
| 40 ARTILLERY LANE |  | Postcode | E1 7LS |
| BISHOPSGATE       |  |          |        |
| LONDON            |  |          |        |

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

|                     |  |          |        |
|---------------------|--|----------|--------|
| ALLISON & HUMPHREYS |  | Postcode | E1 7LS |
| 40 ARTILLERY LANE   |  |          |        |
| BISHOPSGATE         |  |          |        |
| LONDON              |  |          |        |

Number of continuation sheets attached (see note 1)

0

Presentor's name, address and  
reference (if any): 216/S/AL014

Allison & Humphreys  
40 Artillery Lane  
Bishopsgate  
London  
E1 7LS

For official use

General Section



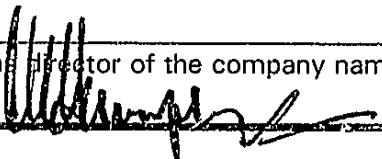
Post room

COMPANIES HOUSE  
15 DEC 1989

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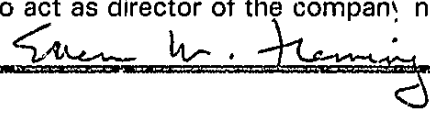
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The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

|   |          |                                  |  |
|---|----------|----------------------------------|--|
| Name (note 3) CHARLES WILLIAM HUMPHREYS   |          | Business occupation<br>SOLICITOR |  |
| Previous name(s) (note 3)   |          | Nationality<br>BRITISH           |  |
| Address (note 4) HAZEL END FARM, BISHOP'S   |          | Date of birth (where applicable) |  |
| STORTFORD, HERTS  |          | (note 6)                         |  |
|   | Postcode | CM23 1HG                         |  |
| Other directorships†  |          |                                  |  |
| SEE ATTACHED LIST   |          |                                  |  |
| I consent to act as director of the company named on page 1                                 |          |                                  |  |
| Signature  |          | Date 13 - 12 - 1989              |  |

Please do not write in this margin

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

|   |          |   |  |
|---|----------|---|--|
| Name (note 3) ELLEN MCCOOL FLEMING  |          | Business occupation<br>SOLICITOR                    |  |
| Previous name(s) (note 3)   |          | Nationality CITIZEN OF THE UNITED STATES OF AMERICA |  |
| Address (note 4) 9 GLISSON ROAD   |          | Date of birth (where applicable)                    |  |
| CAMBRIDGE   |          | (note 6)  |  |
|   | Postcode | CB1 2HA   |  |
| Other directorships†  |          |   |  |
| SEE ATTACHED LIST   |          |   |  |
| I consent to act as director of the company named on page 1                                   |          |   |  |
| Signature  |          | Date 13 - 12 - 1989                                 |  |

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

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 do not write in this margin

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

|  |  |                      |  |
|--|--|----------------------|--|
| Name (notes 3 & 7)   |  | ELLEN McCOOL FLEMING |  |
| Previous name(s) (note 3)                                    |  |                      |  |
| Address (notes 4 & 7)  |  | 9 GLISSON ROAD       |  |
| CAMBRIDGE  |  | Postcode CB1 2HA     |  |
| I consent to act as secretary of the company named on page 1 |  |                      |  |
| Signature  |  | Date 13 - 12 - 1989  |  |

|  |  |          |  |
|--|--|----------|--|
| 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     |  |

Delete if the form is signed by the subscribers.

|   |  |      |  |
|---|--|------|--|
| Signature of agent on behalf of subscribers |  | Date |  |
|---|--|------|--|

Delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

|        |                  |      |                |
|--------|------------------|------|----------------|
| Signed |                  | Date | 13 - 12 - 1989 |
| Signed | Ellen M. Fleming | Date | 13 - 12 - 1989 |
| Signed |                  | Date |                |
| Signed |                  | Date |                |
| Signed |                  | Date |                |
| Signed |                  | Date |                |

ALLISON & HUMPHREYS - PARTNERS' DIRECTORSHIPS

PARTNER: C. W. HUMPHREYS

CURRENT DIRECTORSHIPS

A. & H. Nominees Limited  
A.I.R. -Edel Associates Limited  
Ariel Productions Limited  
Marigold Music Limited  
Threadtex of London Limited  
Threadtex Limited  
Gamefold Limited  
Enthusiast Programmes Limited  
Newell & Budge Limited  
Audio International Recording Studios Limited

PAST DIRECTORSHIPS WITHIN 5 YEARS

|  | <u>Date of<br/>Resignation</u> |
|--|--------------------------------|
| Barbara Townsend Limited                 | 22 Feb 85                      |
| Brechin Books Limited                    | 15 Jan 85                      |
| Hubba Dots Limited                       | 2 May 85                       |
| St. Martins Cleaners Limited             | 4 Feb 86                       |
| Opera Cleaners Limited                   | 4 Feb 86                       |
| Crestland Kennels Limited                | 25 Feb 86                      |
| Fuchsia Films Limited                    | 20 Jun 86                      |
| Electronic Banking Systems Limited       | 23 Jul 86                      |
| David Broome Limited                     | 30 Jun 87                      |
| Softstrip International (U. K. ) Limited | 21 Jan 88                      |
| IVS Cable Services Limited               | 3 Nov 88                       |
| South East Cable Limited                 | 13 Dec 88                      |
| Peony Films Limited                      | 22 Feb 89                      |
| Clematis Cable Limited                   | 7 Dec 89                       |
| Clematis Communications Limited          | 7 Dec 89                       |

E. M. FLEMING - U. K. DIRECTORSHIPS

Current Directorships

A. & H. Nominees Limited

Pugna Management Limited

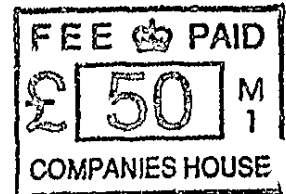
Past Directorships

Date of  
Resignation

|   |                    |
|---|--------------------|
| Clematis Cable Limited  | 7th December 1989  |
| Clematis Communications Limited   | 7th December 1989  |
| Video World Publishing Limited<br>(formerly Pugna Video World Publishing Limited) | 24th February 1989 |
| South East Cable Limited (Alternate)  | 19th January 1989  |
| A. C. E. Nursery School (Cambridge) Limited                                       | 12th October 1988  |
| Electronic Banking Systems Limited<br>(formerly Swift 1408 Limited)               | 23rd July 1986     |
| Crestlands Kennels Limited  | 25th February 1986 |
| Industrials S. G. C. Limited<br>(formerly Mehdiian Trading Company Limited)       | 16th January 1986  |

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2655397  
RWT 27-12



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

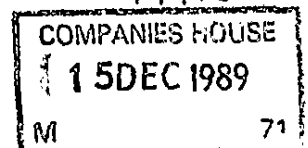
CORIANDER CABLE LIMITED

1. The Name of the Company is "CORIANDER CABLE LIMITED"
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-

(a) (i) To acquire and grant concessions for and to establish, provide, erect, maintain and work sound and television receiving, transmitting and distributing stations in the United Kingdom and elsewhere and to obtain any necessary licences in connection therewith.

(ii) To carry on business as electrical, radio, television and general engineers and to construct, equip, establish and maintain stations, offices, showrooms and plants for the purpose of receiving, demonstrating, transmitting, recording, distributing and relaying aural or visual transmissions of whatever kind whether relayed or broadcast or not and whether previously recorded or not, radio and television entertainments, musical items, speeches, lectures and programmes of all descriptions, including the reception, transmission, recording, distribution and reproduction of still or moving pictures, drawings, designs and the like which may now or at any future time be capable of being received, transmitted, broadcast or communicated by wireless, radio, television, land line or otherwise.

(iii) To carry on the business of manufacturers, importers, exporters, buyers, wholesalers and retailers of and to act as principals or agents for the sale or letting on hire of



and to deal in, repair and maintain all kinds of electrical, wireless, radio, television and scientific apparatus and instruments including wireless and radio sets, radiograms, television sets and apparatus, sound producing and reproducing apparatus and wireless, radio or television transmitters and to carry on business as sound, acoustic and recording engineers, lighting specialists and contractors, motor and mechanical engineers, proprietors of garages and service stations, steel makers and converters, ironfounders, ironmasters, machinists, glass makers, potters, metal makers, refiners and workers, timber and wood merchants, woodworkers, wiremakers, vulcanisers, ironmongers, hardware dealers, carriers, house, shop and office furnishers and fitters and general storekeepers.

(iv) To carry on in any part of the world, all or any of the businesses of producers, manufacturers, distributors, dealers, agents, hirers, exhibitors, makers and providers of cinematographic films of any description and recorded television programmes (whether or not for the purpose of or in connection with advertising or incorporating or in association with advertising matter or material of any kind whatsoever) cinematograph and photographic machines, cameras and appliances whereby sound or pictures independently or simultaneously are recorded or transmitted, and all kinds of plant and accessories used in connection with the said business or otherwise.

(v) To purchase, sell, exploit, or deal in any manner with any wireless, television and screen scripts, cinematographic film, screenplays and synopsis or any rights in relation thereto or in relation to any business which the Company is empowered to carry on.

- (b) To purchase, take on lease, exchange, or otherwise acquire, sell and deal in land, buildings, houses, easements, concessions, any part of the world and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities; to develop any property of the Company by improving land, preparing building sites and by constructing, altering, improving, decorating, furnishing and maintaining houses, offices, flats, factories, warehouses, shops, wharves, buildings, works, roads, bridges, and structures of all kinds or in any other way; to alter, improve, extend, add to, rebuild, replace, or repair any buildings, structures or other property of the Company; to sell, demise, let or grant licences in respect of the whole or any part of the property of the Company on such terms as the Company shall determine, and to manage and maintain land, buildings and other property whether belonging to the Company or not, and to collect rents and income and to supply tenants, occupiers or licensees, whether of the property of the Company or not and



others with meals, refreshments, power, light, gas, heat, water and any other services.

- (c) To acquire and hold shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities and obligations, issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, securities or obligations of or issued or guaranteed by any government, state or dominion, public body or authority, supreme municipal, local or otherwise, whether at home or abroad.
- (d) To acquire any such shares, stocks, debentures, debenture stock, scrip, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (e) To carry on any other trade or business whatsoever which may, in the opinion of the Directors of the Company, be capable of being conveniently or advantageously carried on in connection with or as ancillary to any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (f) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (h) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- (i) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the

Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (j) 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 of any other person or company having dealings with the Company or in whose businesses or undertakings the Company is interested.
- (k) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and to 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, 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 any charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (l) To lend money on any terms that may be thought fit and to give any guarantee that may be deemed expedient.
- (m) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether direct or indirect.
- (n) To establish or promote, or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.

- (o) To amalgamate with any other company.
- (p) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- (q) Solely or jointly with others to undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney, or nominee of, or for any person, company, corporation, association, scheme, trust fund, or other body politic or corporate and to undertake and execute any trust or discretion and for such purposes to hold, deal with, manage, direct the management of, buy, sell, exchange or otherwise dispose of or acquire any right or interest in or over any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction.
- (r) 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 security of the Company.
- (s) To distribute any of the Company's property or assets among the members in specie.
- (t) To cause the Company to be registered or recognised in any foreign country.
- (u) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, factor or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees, factors or otherwise.
- (v) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or

elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each.

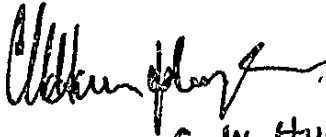
WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares taken by  
each Subscriber

---

  
C. W. HUMPHREYS  
Hazel End Farm,  
Bishops Cleeve, Herts.  
CB23 1HAG Solicitor.

One

Ellen M. Fleming  
E. M. Fleming  
9 Glisson Road  
Cambridge CB1 2HA  
Solicitor

One

---

DATED the 13<sup>th</sup> day of December 1989

WITNESS to the above signatures:-

 Mitchell

LINDSEY J.C. MITCHELL  
42A NORTHUMBERLAND PLACE  
LONDON W2  
SOLICITOR'S ARTICLED CLERK

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

CORIANDER CABLE LIMITED

PRELIMINARY

1. In these Articles:

(1) "The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

(2) "Table A" means the regulations contained in Table A as defined in Section 8 of the Act.

(3) Except where otherwise specifically provided any reference to a "regulation" is a reference to a regulation contained in Table A.

2. The Company is a private Company and accordingly shall not offer to the public any shares in or debentures of the Company or allot, or agree to allot, any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. Regulations 2, 8, 24, 41, 69, 73, 74, 75, 94, 95, 96, 97 and 115 shall not apply to the Company but otherwise the regulations contained in Table A shall apply subject to the modifications and additions made by these Articles.

INTERPRETATION

4. Regulation 1 shall apply to the interpretation of these Articles.

## ALLOTMENT OF SHARE CAPITAL

5. (a) Subject to the provisions of Table A and to the following provisions of this Article all the shares in the Company (whether created on its incorporation or subsequently) shall be under the control of the directors who shall have general and unconditional authority to exercise any power of the Company to offer, allot, grant options over, or otherwise dispose of the same to such persons on such terms and in such manner as they think fit.

(b) The authority conferred by paragraph (a) includes the allotment of relevant securities for the purposes of section 80 of the Act but in relation to any such allotment the directors' authority shall be limited and shall expire five years from the later of the date of the Company's incorporation or the date this Article is adopted unless it is renewed in accordance with paragraph (c) and shall not permit the allotment of more than the maximum amount of relevant securities as defined in paragraph (d).

(c) The directors' authority to allot relevant securities may be renewed (with or without variation and whether or not it has been previously renewed hereunder) by ordinary resolution at any time and from time to time before or after the date on which it would otherwise have expired, for a further period not exceeding five years from the date of such resolution. Unless otherwise stated in the resolution such renewed authority shall last for five years from the date of the resolution and permit the directors to allot up to the maximum amount of relevant securities as defined in paragraph (d). The directors' authority to allot relevant securities may also be revoked or varied by ordinary resolution at any time.

(d) For the purposes of paragraphs (b) and (c) the maximum amount of relevant securities shall be that which would result in the issue of all the shares in the Company for the time being unissued.

(e) The Company may at any time and from time to time up to the expiry of the directors' authority to allot relevant securities make any offer or agreement which would or might require relevant securities to be allotted after such expiry and may allot any shares or grant any rights in pursuance of such an offer or agreement.

(f) Notwithstanding paragraph (a), but subject to paragraph (g), any original shares of the Company for the time being unissued and any new shares from time to time to be created which the directors propose to allot to any person shall first be offered on the same or more favourable terms to the members in proportion as nearly as practicable to the number of shares held by them. The offer shall be made by notice to the member specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer if not accepted by notice to the Company shall be deemed to be declined. Following expiry of such period or receipt of notice of the acceptance or refusal of every offer made hereunder the directors may dispose of any shares not accepted by the members in such manner as they think most beneficial to the Company provided that such shares

shall not be disposed of on terms which are more favourable than the terms on which they were offered to the members hereunder.

(g) Paragraph (f) shall not apply to:

- (i) any shares which the Company may at any time by special resolution declare shall not be subject to the provisions of paragraph (f); and
- (ii) any shares which by reason of the proportion borne by them to the number of persons who would be entitled to an offer under paragraph (f) or which by reason of any other difficulty of apportioning the same cannot in the opinion of the directors be conveniently offered as provided in paragraph (f)

and the directors may dispose of any such shares to such persons on such terms and in such manner as they think fit.

(h) In accordance with section 91 of the Act sections 89(1) sections 90(1) to (5) and section 90(6) of the Act are hereby excluded.

(i) In this Article references to "relevant securities" and to the allotment thereof shall mean the same as in and be construed in accordance with section 80 of the Act

#### ISSUE AND REDEMPTION OF REDEEMABLE SHARES

6. For the purposes of Regulation 3 the terms and conditions for the redemption of redeemable shares shall be determined by the directors at the time of issue and shall be such and determined in such manner as the directors in their absolute discretion think fit.

#### RIGHTS AND RESTRICTIONS ATTACHING TO SHARES

7. Regulation 2 shall not apply. Subject to the provisions of the Act and of these Articles and without prejudice to any rights attached to shares already issued any share may be issued with such rights or restrictions attached and upon such terms and conditions as the directors shall in their absolute discretion determine.

#### VARIATION OF RIGHTS

8. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may, subject to the provisions of the Act, be varied either with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general



meetings of the Company and to proceedings thereat shall, so far as applicable, apply except that the quorum shall be at least two persons together holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and at an adjourned meeting one person holding any number of shares of the class in question or his proxy.

#### LIEN

9. Regulation 8 shall not apply. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all money (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 member whether solely or 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 (if any) on a share shall extend to any amount payable in respect of it including all dividends payable thereon.

#### TRANSFER OF SHARES

10. The transferor of a share shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

11. Regulation 24 shall not apply. 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.

#### NOTICE OF GENERAL MEETINGS

12. Notices given pursuant to Regulation 38 shall be required to specify the general nature of the business to be transacted only in the case of special business. 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, the appointment of, and the fixing of the remuneration of, the auditors and the renewal pursuant to subparagraph (g) of Article 5 above of the directors' authority to allot unissued share capital.

## PROCEEDINGS AT GENERAL MEETINGS

13. Regulation 41 shall not apply. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor or ceases to be present such adjourned meeting shall be dissolved.

## DIRECTORS

14. The first directors shall be the persons named as the persons who are to be the first directors of the Company in the statement delivered under section 10 of the Act.

## ALTERNATE DIRECTORS

15. (a) Regulations 65 to 68 inclusive shall apply and an alternate director may also be removed from office by notice to the Company given by the co-directors of the director who appointed him.

(b) Regulation 69 shall not apply. An alternate director shall be deemed to be a director for the purposes of regulations 38, 44, 65 to 68 inclusive and 118 and of paragraph 20 of these Articles, but for no other purposes.

(c) An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

## APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

16. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

17. Regulations 73 to 75 inclusive shall not apply and references to directors retiring by rotation shall be deleted in all regulations.

18. At any time and from time to time a member or members holding a majority in nominal amount of the issued ordinary shares for the time being of the Company shall have power (without prejudice to the powers

of the Company under regulation 78 and of the directors under regulation 79) to appoint any person or persons as director or directors 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, and such instrument may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

19. Regulations 84 and 85 shall apply to directors (but not to alternate directors) and subject to the following modifications:

(i) Without prejudice to the generality of regulation 84 a director may act by himself or his firm in a professional capacity to the Company (except that of auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

(ii) Without prejudice to the provisions of regulation 85(b), a director may also exercise the voting power conferred by shares in any other body corporate in any manner and in all respects as he thinks fit, including the exercise thereof in favour of any resolution appointing him or any of the other directors a director or officer or employee of such other company or voting or providing for the payment of remuneration to the director or officer or employee of any other body corporate.

20. Without prejudice to the generality of regulation 86(a) a general notice to the directors by a director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such director shall give the same at a meeting of the directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement for the purposes of regulation 85 and after such general notice is given it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

#### PROCEEDINGS OF DIRECTORS

21. In Regulation 88 the words "In case of any equality of votes, the chairman shall have a second or casting vote" shall be omitted.

22. Regulations 94 to 97 inclusive shall not apply. A director may as a director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way directly or indirectly interested, and whether or not his interest or duty in respect thereof does or may conflict with the interests of the Company or his duty to the Company.

#### SECRETARY

23. Regulation 99 shall apply but the first secretary of the Company shall be the person named as the person who is to be the first secretary of the Company in the statement delivered under section 10 of the Act and the terms and conditions of his appointment shall be fixed by the directors at their first meeting following the incorporation of the Company.

#### NOTICES

24. (a) For the purposes of Regulation 111 "writing" shall include a telex.

(b) Regulation 115 shall not apply. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given and such notice shall be deemed effectively served 48 hours, (five days if addressed overseas) after being put in the post prepaid by first class mail, (airmail if addressed overseas), Saturdays, Sundays and public holidays at the place of receipt excepted. Proof that a telex was transmitted without interruption to the correct telex number and that a correct answerback code was received immediately before and after commencement of transmission shall be conclusive evidence that the notice therein was given, and it shall be deemed effectively served at the time of sending. In all other circumstances the fact and time of receipt of a notice must be proved by the giver thereof.

#### WINDING UP

25. In Regulation 117 the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

#### INDEMNITY

26. (a) For the avoidance of doubt and in addition to the

provisions of Regulation 118, the persons specified therein shall be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in the execution of their duties or otherwise in relation to their office including any liability incurred by them in connection with any application under section 144 of the Act in which relief is granted by the Court.

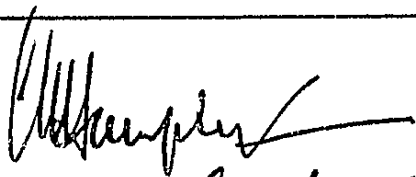
(b) No director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

(c) This Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



C. W. Housheer  
Hazel Ene Fenn, Bishop's Court, Ford.  
Herts. CM 23 1HG Solicitor

E. M. Fleming  
E. M. Fleming  
9 Glimm Road

Cambridge CB1 2HA  
Solicitor

---

DATED this 13<sup>th</sup> day of December 1989

WITNESS to the above signatures:-



LINDSEY J.C. MITCHELL  
42A NORTHUMBERLAND PLACE  
LONDON W2  
SOLICITOR'S ARTICLED CLERK

**FILE COPY**



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

No. 2455397

I hereby certify that .

**CORIANDER CABLE LIMITED**

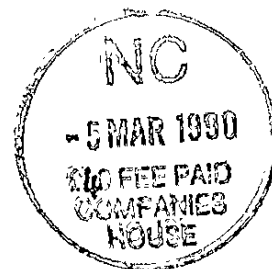
is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 27 DECEMBER 1989

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer

Company No: 2455397



THE COMPANIES ACT 1985

WRITTEN RESOLUTION

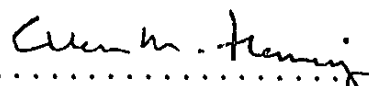
OF

CORIANDER CABLE LIMITED

Pursuant to Regulation 53 of 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, we, the undersigned, being all the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held: -

IT IS HEREBY RESOLVED THAT the name of the Company be changed to Cablevision North Bedfordshire Limited.

Dated the 23<sup>rd</sup> day of February 1990

  
.....  
E. M. Fleming

  
.....  
C. W. Humphreys

LL 271703  
£40.00



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2455397

I hereby certify that

**CORIANDER CABLE LIMITED**

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

**CABLEVISION NORTH BEDFORDSHIRE LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 13 MARCH 1990

*F. A. Joseph.*

F. A. JOSEPH  
an authorised officer

**Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests**

Pursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

Please do not  
write in this  
margin

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

To the Registrar of Companies  
(Address overleaf)

Company number

2455397

Name of company

\* *Cubley & Co. North Bedfordshire Limited*

\* insert full name  
of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as  
appropriate

Day Month Year

3 1 0 3 1 9 9 2

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

Signed

*Geelan*

Designation‡

*Director*

Date

*25/1/93*

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

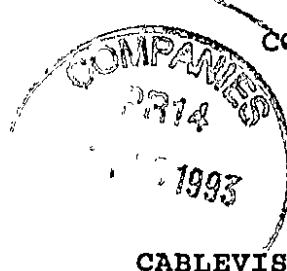
Presenter's name address  
telephone number and reference (if any):

For official use  
D.E.B.

Post room  
P.O. BOXES HOUSE  
29 JAN 1993  
M 42

2455397.

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CABLEVISION NORTH BEDFORDSHIRE LIMITED

In accordance with section 381A of the Companies Act 1985 ("the Act"), we, the persons whose names appear below and who have signed this document (or other documents in the same form), are all the members of the Company entitled to attend and vote at a general meeting of the Company and hereby unanimously resolve upon the following resolutions and agree that they shall be as valid and effective as if had been passed as elective resolutions at a general meeting of the Company duly convened and held:

RESOLUTIONS

That:

- (1) the Company elects to dispense with the laying of accounts and reports before the Company in general meeting;
- (2) the Company elects to dispense with the holding of annual general meetings of the Company and any provisions of the Articles of Association from time to time which require a director to resign at an Annual General meeting shall be suspended for so long as this resolution remains in force;
- (3) the Company elects to dispense with the annual appointment of Auditors.

Dated 9th December 1993

.....*G.K. Carr*.....

G.K. Carr

.....*R.T. Goad*.....

R.T. Goad

/usr2/rss/ca32-03/elective.res

# 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 inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

2455397

Name of company

\* CABLEVISION NORTH BEDFORDSHIRE LIMITED

\* insert full name of company

## Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form

2. 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 |
|---|---|---|---|

3. 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] ~~(with come to an end)~~ † on

Day Month Year

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 3 | 1 | 1 | 2 | 1 | 9 | 9 | 3 |
|---|---|---|---|---|---|---|---|

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent] † undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. 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 the second part of section 225(4) 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.

Secretary

6. Signed

Designation †

Date

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

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

Allison & Humphreys  
40 Artillery Lane  
Bishopsgate  
London E1 7LS

AML-47

For official use  
D.E.B.

Post room



# G

COMPANIES FORM No. 122

## Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

# 122

Please do not  
write in  
this margin

Pursuant to section 122 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

|  |  |  |
|--|--|--|
|  |  |  |
|  |  |  |
|  |  |  |

2455397

Name of company

\*Insert full name  
company

\* CABLEVISION NORTH BEDFORDSHIRE LIMITED

gives notice that:

The 1,000,000 ordinary shares of £1.00 each be divided into  
100,000,000 ordinary shares of £0.01 each.

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

Signed



DIRECTOR

Designation Date

15-3-94

Presentor's name, address and  
reference (if any): CXH/AXG  
DENTON HALL  
FIVE CHANCERY LANE  
CLIFFORD'S INN  
LONDON EC4A 1BU

For official use  
General Section

Post room

24 MAR 1994

HOUSE



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition  
487 F7001

5017042

Company No: 2455397

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

CABLEVISION NORTH BEDFORDSHIRE LIMITED

Dated 15th MARCH 1994

WE, the undermentioned, being all the members of the above Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE that the following resolutions be adopted as Resolutions of the Company:

ORDINARY SHARES

1. "That each of the 1,000,000 ordinary shares of £1.00 each be divided into 100 ordinary shares of £.01 each."
2. "That the Directors be and are hereby generally and unconditionally authorized in accordance with Section 80 of the Companies Act 1985 to exercise for a period of five years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £1,000,000 and to make offers or agreements of the kind referred to in sub-section (7) of the said Section 80 and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein."



Robert T Goad

ENGLISH CABLE ENTERPRISES, INC.

By:



HOUSE

13901.d1

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2455397

The Registrar of Companies for England and Wales hereby certifies that  
CABLEVISION NORTH BEDFORDSHIRE LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
CABLETEL NORTH BEDFORDSHIRE LIMITED

Given at Companies House, Cardiff, the 15th August 1994



\*C02455397B\*



C O M P A N I E S H O U S E

For the Registrar of Companies

HC006B

Company No: 2455397



THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY SHARES

Written Resolution

of

Cablevision North Bedfordshire Limited  
(the "Company")

The following resolution is signed by or on behalf of all the members of the Company who at the date set out below would be entitled to attend and vote at general meetings of the Company.

IT WAS RESOLVED THAT the Company's name be changed to "CableTel North Bedfordshire Limited"

.....  
for and on behalf of

ENGLISH CABLE ENTERPRISES INC.

Dated: 1st August 1994

L100205B

