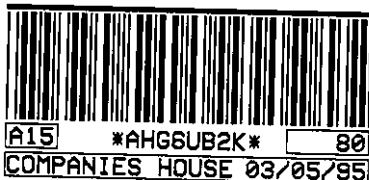


363x
nm.

AMENDING DOCUMENT.



Annual Return

Company Number

CN 2643552

Company Name

Video Jukebox Network International Limited

Date of this return

The information in this return is made up to

DA 06 09 93

Date of next return

I wish to make the next return to

DB

Registered Office

This is the address at the date of this return

RO Finance House

19 Craven Road

Any change of registered office must be notified on form 287

Post Town London

County/Region

Postcode W2 3BP

Principal business activities

The trade classification code number(s) for principal activity or activities is (are)

PA 8 8 1 4

AMENDING DOCUMENT

Register of members

The register of members is kept at

| | |
|---------------|-------------------------------|
| RM | 2nd Floor, Saxon House, |
| | Heritage Gate, Friary Street, |
| Post Town | DERBY. |
| County/Region | Derbyshire |
| Postcode | DE1 1NL |

Register of Debenture holders

A register of debenture holders is kept at

| | |
|---------------|--|
| RD | |
| | |
| Post Town | |
| County/Region | |
| Postcode | |

Company Type

Public limited company.....

Private company limited by shares.....

Private company limited by guarantee
without share capital.....

Private company limited by shares
exempt under section 30.....

Private company limited by guarantee
exempt under section 30.....

Private unlimited company with share
capital.....

Private unlimited company without share
capital.....

| | |
|-----------|---|
| T1 | |
| T2 | X |
| T3 | |
| T4 | |
| T5 | |
| T6 | |
| T7 | |

Company Secretary

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Usual residential address

| | |
|---------------|------------------|
| CS | Mr |
| | Vincent Paul |
| | Monsey |
| | |
| | |
| | |
| AD | 1 Comfrey Close, |
| | Nr. Farnborough, |
| Post Town | Cove |
| County/Region | Hampshire |
| Postcode | GU14 9XX |
| Country | England |

AMENDING DOCUMENT

Directors

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Usual residential address

Date of Birth

Business occupation

Other Directorships

| | |
|-----------------------------|----------------------------|
| CD | Mr |
| Charles Sauveur | |
| Bonan | |
| | |
| | |
| AD | 2580 South Ocean Boulevard |
| Suite 2A1 | |
| Post Town | Palm Beach |
| County/Region | Florida |
| Postcode | 33480 |
| Country | U.S.A. |
| DO | 09 09 51 |
| Nationality | NA American |
| OC | Director |
| OD | Super Channel Limited |
| The Jukebox Network Limited | |

Directors

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Usual residential address

Date of Birth

Business occupation

Other Directorships

| | |
|---------------|---------------------------------|
| CD | Mr |
| Jules | |
| Haimovitz | |
| | |
| | |
| AD | ITC, 12711 Ventura Boulevard |
| Studio City | |
| Post Town | |
| County/Region | California |
| Postcode | 91604 |
| Country | U.S.A. |
| DO | 25 12 50 |
| Nationality | NA American |
| OC | President of television company |
| OD | ITC limited |

AMENDING DOCUMENT

Directors

*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname
Usual residential address

| | |
|---------------|--|
| CD | Mr |
| John Patrick | |
| Michaels | |
| | |
| | |
| AD | 3024 Villa Rosa Park |
| | |
| Post Town | Tampa |
| County/Region | Florida |
| Postcode | 33611 |
| Country | U.S.A. |
| DO | 2 8 0 5 4 4 |
| Nationality | NA American |
| OC | Executive Officer |
| OD | Communications Equity Associates International Limited |

Directors

*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname
Usual residential address

| | |
|------------------|-----------------------|
| CD | Mr |
| Vincent Paul | |
| Monsey | |
| | |
| | |
| AD | 1 Comfrey Close, |
| Nr. Farnborough, | |
| Post Town | Cove |
| County/Region | Hampshire |
| Postcode | GU14 9XX |
| Country | England |
| DO | 1 7 0 6 4 7 |
| Nationality | NA British |
| OC | Company Director |
| OD | See attached list |

ANNEXING DOCUMENT

Directors

*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname
Usual residential address

Date of Birth
Business occupation
Other Directorships

| | |
|-------------------------------|---------------------------------|
| CD | Mr |
| Leonard Jay | |
| Sokolow | |
| | |
| | |
| | |
| AD | Genesis Partners |
| 6301 N.W. 5th Way, Suite 5000 | |
| Post Town | Fort Lauderdale |
| County/Region | Florida |
| Postcode | 33309 |
| Country | U.S.A. |
| DO | 05 10 56 |
| Nationality | NA American |
| OC | President of Investment Company |
| OD | None |

Directors

*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname
Usual residential address

Date of Birth
Business occupation
Other Directorships

| | |
|---------------|-----------|
| CD | |
| | |
| | |
| | |
| | |
| | |
| AD | |
| | |
| | |
| Post Town | |
| County/Region | |
| Postcode | |
| Country | |
| DO | |
| Nationality | NA |
| OC | |
| OD | |

AMENDING DOCUMENT

List of Past

| Folio in register ledger containing particulars | Names and addresses |
|---|---|
| | <p>Name: Mr Vincent Paul Monsey Address: 1 Comfrey Close, Nr. Farnborough, Cove, Hampshire, England</p> <p>Postcode GU14 9XX</p> |
| | <p>Name: Video Jukebox Network Incorporated Address: 12000 Biscayne Boulevard, Miami, Florida</p> <p>Postcode 33181-2742</p> |

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AMENDING DOCUMENT

and Present Members

| Account of Shares | | | | |
|--|---|---|--|---------|
| Number of shares or amount of stock held by existing members at date of return | Particulars of shares transferred since the date of the last return ,or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members. | | | Remarks |
| | Number | Date of Registration of transfer (a) (b) | | |
| B ORDINARY 90 | | | | |
| A ORDINARY 510 | | | | |
| C ORDINARY 2 | | | | |

AMENDING DOCUMENT.

Annual Return Continuation - Other Directorships

Video Jukebox Network International Limited
Director / Other Directorships

Dates Resigned

Monsey, Vincent Paul

| | |
|---|----------|
| Capital Limousines Limited | 05/11/91 |
| Celltel (Communications) Limited | 06/11/91 |
| Maximum Television Productions Limited | |
| The Jukebox Network Limited | |
| Transtar Broadcasting Limited | 08/01/92 |
| Video Jukebox Network International Limited | |