

## AMENDING DOCUMENT

THE COMPANIES ACTS 1985 TO 1989

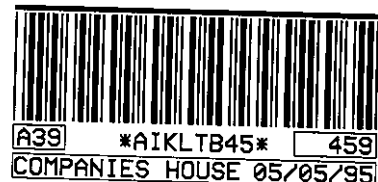
COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

of

VIDEO JUKEBOX NETWORK INTERNATIONAL LIMITED

1. The Company's name is "VIDEO JUKEBOX NETWORK INTERNATIONAL LIMITED".
2. The Company's registered office will be situate in England.
3. The Objects for which the Company is established are:
  - (1) (a) To carry on business as a general commercial company.
  - (b) To carry on the business of a cable television station.
  - (c) To carry on in all parts of the world all business or businesses relating to production and distribution of audio, video and film programmes, whether through tapes, films, cables, terrestrial transmitters or satellites, to produce, buy and sell all categories of programmes, including commercial programmes for distribution through cables, radio and television channels; to own, lease, rent, hire out or sell satellites or satellite transponder times for the purpose of relaying, or broadcasting video, audio or audio-visual signals; to own, lease, rent, hire-out or market facilities for uplinking radio, telephone and/or television programmes to satellites; to own, lease, rent, hire-out or sell receiving equipment, including antenna systems, downlink converters, coding and decoding systems for cable and television broadcast systems; to undertake and execute agency work and to act generally as agents or factors or brokers for purchase or sale of goods or the provision of services related to cable or broadcast industry.
  - (d) To carry on all or any of the above businesses either by the Company or through franchising; to grant franchises and licences whether on contract



or otherwise in respect of any business or businesses carried on by the Company.

- (e) To carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligations or undertaking.
- (2) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (3) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person or Company carrying on or proposing to carry on any business which the 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.
- (4) Generally to purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
- (5) To enter into partnership or into any arrangement for sharing profits union or interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business transactions which the Company is authorised to carry on or engage in or are business transactions capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take, or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such Company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stock or securities.
- (6) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (7) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.
- (8) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise, authorities,

monopolies, undertakings or businesses or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- (9) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company and to pay interest on the paid up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company
- (10) To apply for, promote and obtain any Act of Parliament, charter or order, 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.
- (11) To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- (12) To enter into any arrangements or contracts with any person, firm or Company for carrying on the whole or any part of the business of the Company, and to fix and determine their remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- (13) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.
- (14) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.
- (15) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any Company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.

- (16) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company having for its objects similar objects to those of this Company or any of them.
- (17) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or Company whatsoever.
- (18) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (19) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem purchase or pay off any such securities.
- (20) 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 give or procure the giving of donations, gratuities, pensions, allowances or endowments 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 Company 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 establish and subsidise and 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 and make payments to or towards the insurance of any such person and do any of the matters aforesaid either along or in conjunction with any such other Company as aforesaid.
- (21) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- (22) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (23) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration

as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other Company.

- (24) To do all or any of the above mentioned things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.
- (25) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

And it is hereby declared that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate Company.

- 4. The liability of the members is limited.
- 5. The authorised share capital of the Company is £100,000 divided into 100,000 Ordinary shares of £1 each.\*

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\* Clause 5 was amended by a special resolution adopted on 13th February 1995 to "That the authorised share capital is £1,000 divided into 1000 Ordinary shares of £1 each."

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.

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Names and Addresses of Subscribers	Number of shares taken by each Subscriber
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Rapid Nominees Limited by Wahid Rajack - a duly authorised officer	1
27 Romford Road Stratford London E15 4LJ	
Limited Company	
 Rapid Company Services Limited by Wahid Rajack - a duly authorised officer	 1
27 Romford Road Stratford London E15 4LJ	
Limited Company	

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Dated 16 July 1991

Witness to the above signatures,

Jackie Nash  
27 Romford Road  
Stratford  
London E15 4LJ  
Secretary