

Company No: 2732223

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of SPEED 2738 LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 22nd July, 1992
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed 

For and on behalf of
Waterlow Nominees Limited



RES8W

Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 071-250 3350 Fax 071-608 0867
LDE Box No. 274

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

TAKE 3 VIDEO AND FILM PRODUCTION LTD.

(As amended by Special Resolution passed on 22nd July 1992)

1. The Company's name is * Take 3 Video And Film Production Ltd.
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on business as video, film and audio programme makers, producers, directors, writers and technicians of every description; to carry on the business of video, audio and motion picture producers, and for these purposes to construct or acquire studios, offices, locations, properties, apparatus, scenery sound-recording apparatus, lighting apparatus and all other apparatus and machinery for the production of video tape and motion pictures; to produce, arrange, direct and otherwise deal in and with television films, video films, cine films, cartoons, documentaries and films of every description; to act as agents and managers of film actors and actresses, and to enter into contracts and other arrangements with persons having dealings with the Company on such terms and for such lengths of time as the Company may deem fit; to develop, experiment and carry on any research for the improvement of motion pictures, colour photography, sound reproduction, television and any other process tending to improve motion pictures or any other entertainment given in places where motion pictures are shown; to carry on the business of motion picture renters and exhibitors, and for that purpose to construct, build, acquire or adapt cinemas or other buildings suited to such exhibitions; to obtain all necessary powers and licenses for the exhibition of such exhibitions and such other meetings and amusements as can conveniently be had or provided in the premises of the Company; to hire out equipment, personnel, apparatus and machinery in connection with the production of motion pictures; to provide technical services of every description; and to carry on any other trade or business of a like nature.

* The name of the Company was changed from Speed 2738 Limited on 8th September 1992

OC193/SPL

