

G

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

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2797368

Name of company

* CHANNEL FOUR INTERNATIONAL LIMITED

* insert full
name of Company

I, ANTOINETTE MARY JUCKER

of 43 FETTER LANE

LONDON

EC4A 1NA

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† 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 100 FETTER LANE
LONDON EC4A 1DD

Declarant to sign below

the 25th day of February

One thousand nine hundred and ninety-three

before me S F Nichol
SARAH NICHOLS

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

A. Z. J. K.

Presentor's name address and
reference (if any):D J FREEMAN
43 FETTER LANE
LONDON EC4A 1NA

REF: ECM/AMJ/82872

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

2797368

For official use

Q

CHANNEL FOUR INTERNATIONAL LIMITED

Registered office of the company on
incorporation.

RO

60 CHARLOTTE STREET

Post town LONDON

County/Region

Postcode WIP 2AX

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name D J FREEMAN

RA

43 FETTER LANE

Post town LONDON

County/Region

Postcode EC4A 1NA

Number of continuation sheets attached

3

To whom should Companies House
direct any enquiries about the
information shown in this form?

D J FREEMAN

43 FETTER LANE

LONDON

Telephone 071 583 4055

Postcode EC4A 1NA

Extension AMJ/ECM

Company Secretary (See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

MR

MARK PHILIP

GIBBS

AD

5 POULTON LANE

BRADFORD ON AVON

Post town BATH

County/Region WILTSHIRE

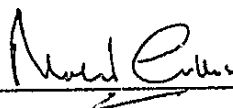
Postcode BA15 1EZ

Country UK

I consent to act as secretary of the company named on page 1

Consent signature

Signed



Date 24.2.93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

MR

MICHAEL IAN

GRADE

AD

5 DOWNSIDE CRESCENT

Post town LONDON

County/Region

Postcode NW3 2AN

Country UK

DO 080343

Nationality NA BRITISH

OC TELEVISION EXECUTIVE

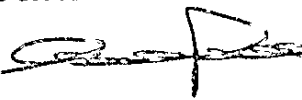
OD SEE CONTINUATION SHEET

I consent to act as director of the company named on page 1

* Voluntary details

Consent signature

Signed



Date 24.2.93

Directors (continued)
(See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

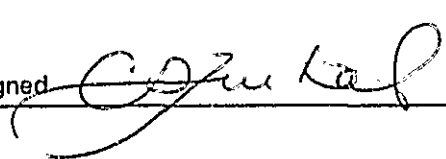
Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	MR
COLIN DAVID	
LEVENTHAL	
AD	FLAT 4
73 EXTON AVENUE	
Post town LONDON	
County/Region	
Postcode NW3 2AN	
Country	
DO	01 2 1 1 4 6
Nationality NA BRITISH	
OC	TELEVISION EXECUTIVE
OD	SEE CONTINUATION SHEET
I consent to act as director of the company named on page 1	
Signed	
Date	23 2 93

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date 25/2/93

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

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

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS	
AD	
Post town	
County/Region	
Postcode	Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD	MR
	JOHN EDWARD
	WILLIS
AD	131 LEE PARK
	BLACKHEATH
Post town	LONDON
County/Region	
Postcode	Country

DO 0 | 4 | 0 | 4 | 4 | 6 Nationality **NA** BRITISH

Business occupation

OC TELEVISION EXECUTIVE

Other directorships

OD TED WILLIS LIMITED (Current)

BLACKBERRY FILMS LIMITED (within last 5 years)

I consent to act as director of the company named on page 1

Voluntary details

Consent signature

Signed

John Willis

Date

24.2.93

Company Secretary (See notes 1 - 5)**CHANNEL FOUR INTERNATIONAL LIMITED**

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

MR

DAVID RICHARD ALEXANDER

SCOTT

AD

25 MORETON PLACE

Post town LONDON

County/Region

Postcode SW1

Country

Date of birth

DO 2 5 0 8 5 4

Nationality NA BRITISH

Business occupation

OC TELEVISION EXECUTIVE

Other directorships

OD SEE CONTINUATION SHEET

Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed

Date

23 February 1993

CONTINUATION SHEET

OTHER DIRECTORSHIPS

MICHAEL IAN GRADE

Current: CHANNEL FOUR TELEVISION COMPANY LIMITED
CITIES IN SCHOOLS LIMITED
FIRST LEISURE PLC
GATE THEATRE (DUBLIN) LIMITED
ITN LIMITED
THE OPEN COLLEGE LIMITED

Within the last
5 years: NONE

COLIN DAVID LEVENTHAL

Current: CHANNEL FOUR TELEVISION COMPANY LIMITED
FILM ON FOUR LIMITED
SPORT ON FOUR LIMITED
CHANNEL FOUR RACING LIMITED
73 ETON AVENUE MANAGEMENT COMPANY LIMITED

Within the last
5 years: NONE

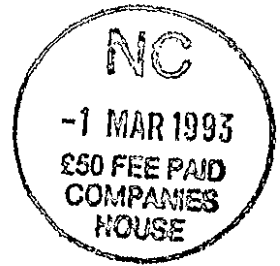
DAVID RICHARD ALEXANDER SCOTT

Current: CHANNEL FOUR TELEVISION COMPANY LIMITED
FILM ON FOUR LIMITED
SPORT ON FOUR LIMITED
CHANNEL FOUR RACING LIMITED
W & C SCOTT LIMITED
SCOTTS FEEDS LIMITED

Within the last
5 years: BSFC FILMS LIMITED
BRITISH SCREEN FINANCE LIMITED

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
CHANNEL FOUR INTERNATIONAL LIMITED



— SIM C/N

1. The Company's name is "CHANNEL FOUR INTERNATIONAL LIMITED".
2. The Company's registered office is to be situated in England.
- 3.1 The objects for which the Company is established are:
 - (a) to carry on any and all such activities and businesses and do such things as may be appropriate for or incidental or conducive to the continued provision by the Channel Four Television Corporation of the television broadcasting service known as Channel Four pursuant to the Broadcasting Act 1990 including, without limitation:
 - (i) carrying on the business of the selling, distribution, exhibition and all other forms of exploitation of sound recordings, cinematographs, films, videograms, broadcast and cable programmes, computer programmes and all other products of artistic and commercial endeavour;
 - (ii) carrying on the business of providing finance or assisting in providing finance for the production of films or for the purpose of enabling rights to be acquired or work to be undertaken with a view to the production of films including without limitation the development of film scripts and the acquisition of rights and any literary, dramatic, musical or artistic work;

Ref : 2564\1

525393

- (iii) carrying on business in the field of intellectual property licensing including the supply of know-how and other information about telecommunications and all other matters, the franchising or other licensing of activities in which the Company or any other person has goodwill or with which they may be associated including all forms of commercial endorsement and merchandising;
 - (iv) purchasing, acquiring, holding, taking charge over or otherwise dealing with any right, title or interest in or relating to any literary, dramatic, musical or artistic work in any film including (without limitation) the copyright and distribution rights therein;
 - (v) acquiring, registering, exploiting and disposing of copyrights, licenses and any other rights or interests in any literary, dramatic, musical, artistic work, any sound recording, cinematograph film, broadcast, cable programme, computer programme and any other work or other subject matter and any patents, trademark or trade names;
 - (vi) financing, acquiring, exploiting and disposing of films, records, tapes, discs and other devices from which visual images, sounds, signals serving for the impartation of any matter or signal serving for the actuation or control of machinery or apparatus may be reproduced and material and apparatus for use in connection with such films, records, tapes, discs and devices;
- (b) to purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant

licences in respect of or otherwise turn to account the property and rights so acquired;

- (c) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay cash or to issue any shares, stocks, debentures, and debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- (e) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit the Company; to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (f) to purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation;

- (g) generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company;
- (h) to sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock, or securities of any other company whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise;
- (i) to promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (j) to raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital;
- (k) to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by a combination of such methods; and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure whether

by personal covenant or by any such mortgage, charge or lien or by a combination of such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by s.736 Companies Act 1985) or another subsidiary (as defined by the said s.736) of any such holding company;

- (l) to make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effecting or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities;
- (m) to pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- (n) to invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined;
- (o) to lend money to such person and on such terms as may seem expedient;
- (p) to give any guarantee or indemnity as may seem expedient;

- (q) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- (r) to distribute by way of dividend or otherwise any of the property of the Company in specie;
- (s) to do all or any of the above things in any part of the world, and as principals, agents, contractors, nominees, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others and either gratuitously or for reward;
- (t) to procure the Company to be registered or recognised and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place;
- (u) to adopt such means of making known the business, products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest or by the publication of books and periodicals and by granting prizes, rewards and donations;
- (v) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (including any Director or other officer of the Company) or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance for any such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects;

- (w) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- 3.2 The objects set forth in each paragraph of Clause 3.1 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where they expressly so require, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraphs or from the terms of any other object or objects or from the name of the Company. None of the objects specified in Clause 3.1 or the powers thereby conferred shall (except where the object expressly so requires) be deemed subsidiary or ancillary to any other objects or powers therein mentioned but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each paragraph of Clause 3.1 as if each paragraph were the objects of a separate company. The word "company" in Clause 3.1 and 3.2, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether registered or resident or domiciled in the United Kingdom or elsewhere.
4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

We, the subscriber 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 name.

Name and Address
of Subscriber

Number of shares taken
by Subscriber

J.A.A. SCOTT

J.A.A. Scott

for and on behalf of
CHANNEL FOUR TELEVISION CORPORATION
60 Charlotte Street
London
W1P 2AX

1,000

Total shares taken

1,000

DATED this th 25 day of February 1993

WITNESS to the above signature:

[Signature]

JANET WALKER

21 SHELL ROAD
LONDON SE13 5TW

CORPORATION SECRETARY

Ref : 2564\1

No. []

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHANNEL FOUR INTERNATIONAL LIMITED

Ref : 2562\1

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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
CHANNEL FOUR INTERNATIONAL LIMITED

INTERPRETATION

1.1 In these Articles the expression "Table A" means 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.

1.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in Table A shall have the same respective meanings in these Articles.

1.3 Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of telex print-out or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.

1.4 In Table A and in these Articles, references to writing shall include any method of representing or reproducing words in a legible and non-transitory form.

1.5 References herein to Articles are to the numbered paragraphs of these Articles and to Regulations are to the regulations of Table A.

1.6 Headings to Articles and the use of underlining is for convenience only and shall not affect the interpretation hereof.

Ref : 2562\1

1.7 Where the context permits, words in these Articles importing the singular include the plural and vice versa, references to persons include bodies corporate, unincorporate associations and partnerships and words importing any gender include the other genders.

1.8 If at any time the Company shall have one member only, any provision of these Articles which refers to more than one member shall be read as referring to one member only and these Articles shall be interpreted accordingly and any written record of any decision by that one member in relation to decisions which may be taken by the Company in general meeting shall have effect as if it were a resolution of a meeting duly held.

ADOPTION OF TABLE A

2.1 The Company is a private company. The Regulations contained in Table A shall (except where they are excluded or modified by these Articles) apply to the Company and, together with these Articles, shall constitute the Articles of the Company.

2.2 Subject to Article 2.1, no regulations scheduled to any statute concerning companies shall apply to the Company.

SHARE CAPITAL

3.1 No shares shall be issued or transferred except in accordance with the terms of a written authorisation from the Channel Four Television Corporation (hereinafter called the "Corporation") and the Directors shall, subject to its being duly stamped, forthwith register any transfer so authorised. Regulation 24 shall not apply.

3.2 The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and

the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Regulation 23 shall not apply.

REDEEMABLE SHARES

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the shareholder. Regulation 3 shall not apply to the Company.

LIEN

5. The lien conferred by Regulation 8 shall attach also to fully paid-up shares 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

CALLS

6. The liability of any person in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

GENERAL MEETINGS AND RESOLUTIONS

In Regulation 115 in the second sentence "48 hours" shall be deleted and "24 s" shall be substituted therefor.

7.2 No business shall be transacted at any meeting unless a quorum of members is present both at the time when the meeting proceeds to business and at the time when such business is transacted; members together holding not less than one half of the shares in issue and present in person, by proxy or by representative shall be a quorum. Regulation 40 shall not apply. For the purposes of these Articles one individual may constitute a meeting if he holds or is a proxy or a representative for the holders of not less than one half of the shares in issue. In the event of the Company having only one member, that sole member shall pursuant to S.370A of the Act and whether present in person or by proxy, constitute a quorum for the purposes of these Articles.

7.3 In Regulation 41 the following words shall be added at the end "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall stand dissolved".

7.4 At any meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy or representative, and Regulation 46 shall be modified accordingly.

7.5 On a poll, votes may be given personally, by a representative or by proxy.

8. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 shall not apply to the Company.

9. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of Members of the Company (which resolution

may consist of two or more documents in the like form signed by or on behalf of one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of Members of the Company (as the case may be) duly called and constituted. In the case of a corporation any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 shall not apply to the Company.

PROXIES

10. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and in any usual or common form or in such other form as the Directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company, or immediately prior to the commencement of a general meeting or class meeting, with the Secretary or the chairman of that meeting. Regulations 60, 61 and 62 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

11.2 The Corporation may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing and shall take effect on and from the time at which it is lodged at the office of the Company.

11.3 The Directors shall not be required to retire by rotation. Accordingly Regulations 73 to 76 inclusive and 78 to 80 inclusive shall not apply to the Company, and Regulation 77 shall be modified by the omission of the words "(other than a director retiring by rotation at the meeting)".

11.4 There shall be no retiring age for Directors, and Section 293 of the Act shall not, if otherwise applicable, apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated if:

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- (b) he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (d) he resigns his office by notice in writing to the Company delivered to the Company at the office or tendered at a meeting of the Directors;

(e) having for more than 6 months been absent without permission of the Directors from meetings of the Directors held during that period the Directors shall resolve that he has by reason of such absence vacated office;

(f) he is requested in writing by all the other Directors to resign;

(g) if in the case of a Director who holds an executive office, his appointment as such is terminated or expires and the Directors resolve that he ceases to be a Director; or

(h) he is removed from the office of Director in accordance with Article 11.2,

and Regulation 81 shall not apply to the Company.

13. Regulations 65 to 69 inclusive shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS AND RESOLUTIONS

14. Notice of a meeting of the Directors need not be in writing.

15.1 Without prejudice to any obligation arising under the Act, a Director who is in any way directly or indirectly interested in any matter that is brought up for consideration at a meeting of the Board shall disclose the nature of his interest to the meeting; and, where such a disclosure is made:

(a) the disclosure shall be recorded in the minutes of the meeting, and

(b) (subject to Article 15.2) the Director shall not take any part in any deliberation or decision of the Board or of any committee of the Board, with respect to that matter

and Regulation 94 shall not apply.

15.2 The restriction in Article 15.2(b) may at any time be suspended or relaxed to any extent and either generally or in relation to a particular matter by a written authorisation of the Corporation.

15.3 For the purposes of Article 15.1, a general notification given at a meeting of the Board by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any matter involving that company or firm shall be regarded as a sufficient disclosure of his interest in relation to any such matter.

15.4 A Director need not attend in person at a meeting of the Board in order to make a disclosure which he is required to make under Article 15.1 if he takes reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at the meeting.

15.5 In this Article 15 references to a meeting of the Board include references to a meeting of a committee of the Board.

15.6 The validity of any proceedings of the Company shall not be affected by any failure to comply with the requirements of this Article 15.

16. The Corporation may from time to time appoint one of the Directors as the Chairman of the Company and may remove any such Chairman and appoint another in

his place. Any such appointment or removal shall be made in writing and shall take effect on and from the time on which it is lodged at the office of the Company.

17. If the Chairman of the Company is not present at any meeting of the Directors the Directors present may elect one of their number to act as Chairman of the meeting.

18. Any one or more Directors may participate in a meeting of the Directors or of any committee appointed under Regulation 72 by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall for all purposes be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting then is.

19. Any Director who ceases to be a Director at any meeting of the Directors may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

20. A resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a Committee for the time being (which resolution may consist of two or more documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a resolution to which every such Director or every such member of the Committee has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly called and constituted.

21.1 The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or other officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons.

21.2 The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and make, pay, provide for or grant payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

21.3 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

21.4 The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

21.5 Regulation 87 shall not apply to the Company.

22. The Directors may with the prior written authorisation of the Corporation exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (both present and future) and uncalled capital or any

Ref : 2562\1

part thereof, and, subject to the provisions of the Act, 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.

23. The Directors may with the prior written authorisation of the Corporation exercise all the powers of the Company to acquire, dispose of, deal in, issue, borrow, lend and enter into transactions in relation to warrants, options, securities and investments and instruments (including, without limitation, contracts for differences, contracts for futures, interest and/or currency exchange transactions, interest rate cap, collar and/or floor transactions and forward rate transactions).

SEAL

24. In addition to the provisions of Regulation 101 for use of the seal, a document signed by a Director and the Secretary or by two Directors of the Company, and expressed, in whatever form of words, to be executed by the Company shall have the same effect as if it were executed under the Common Seal of the Company; and a document so executed which (i) is intended by the person or persons making it to be a deed, and (ii) makes that fact clear on its face, in whatever form of words, shall have effect upon delivery as a deed.

NOTICES

25. Any notice required by Table A or these Articles to be given by the Company may be given by any visible and non transitory form including telex and facsimile and a notice communicated by such forms of immediate transmission shall be deemed to be given on the first business day following such transmission. Regulations 111 and 112 shall be amended accordingly.

DIVISION IN SPECIE

26. If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 shall be amended accordingly.

INDEMNITY

27. Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, 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. Regulation 118 shall not apply to the Company.

GENERAL

28. Any written appointment, removal or authorisation to be made in writing by the Corporation for the purposes of these Articles shall be effective if given under the hand of the Chairman or the Deputy Chairman or the Secretary of the Corporation.

NAME AND ADDRESS OF SUBSCRIBER

D. R. A. Scott

12 Scott.

for and on behalf of
CHANNEL FOUR TELEVISION CORPORATION
60 Charlotte Street
London
W1P 2AX

DATED this 25th day of February 1993

WITNESS to the above signature:



JANET WALKER
21 STALL ROAD
LONDON SE13 7TW

CORPORATION
SECRETARY

FILE COPY



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

No. 2797368

I hereby certify that

CHANNEL FOUR INTERNATIONAL 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 8 MARCH 1993

A handwritten signature in ink, appearing to be 'P. Jones'.

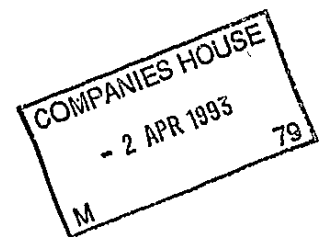
an authorised officer

No. 2797368

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CHANNEL FOUR INTERNATIONAL LIMITED

Incorporated on 8th March 1993



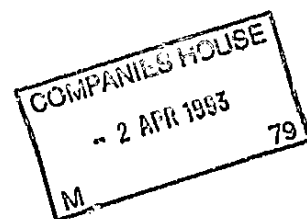
D J Freeman
43 Fetter Lane
London
EC4A 1NA

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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
CHANNEL FOUR INTERNATIONAL LIMITED



1. The Company's name is "CHANNEL FOUR INTERNATIONAL LIMITED".
2. The Company's registered office is to be situated in England.
- 3.1 The objects for which the Company is established are:
 - (a) to carry on any and all such activities and businesses and do such things as may be appropriate for or incidental or conducive to the continued provision by the Channel Four Television Corporation of the television broadcasting service known as Channel Four pursuant to the Broadcasting Act 1990 including, without limitation:
 - (i) carrying on the business of the selling, distribution, exhibition and all other forms of exploitation of sound recordings, cinematographs, films, videograms, broadcast and cable programmes, computer programmes and all other products of artistic and commercial endeavour;
 - (ii) carrying on the business of providing finance or assisting in providing finance for the production of films or for the purpose of enabling rights to be acquired or work to be undertaken with a view to the production of films including without limitation the development of film scripts and the acquisition of rights and any literary, dramatic, musical or artistic work;

Ref : C2564.1

- (iii) carrying on business in the field of intellectual property licensing including the supply of know-how and other information about telecommunications and all other matters, the franchising or other licensing of activities in which the Company or any other person has goodwill or with which they may be associated including all forms of commercial endorsement and merchandising;
 - (iv) purchasing, acquiring, holding, taking charge over or otherwise dealing with any right, title or interest in or relating to any literary, dramatic, musical or artistic work in any film including (without limitation) the copyright and distribution rights therein;
 - (v) acquiring, registering, exploiting and disposing of copyrights, licenses and any other rights or interests in any literary, dramatic, musical, artistic work, any sound recording, cinematograph film, broadcast, cable programme, computer programme and any other work or other subject matter and any patents, trademark or trade names;
 - (vi) financing, acquiring, exploiting and disposing of films, records, tapes, discs and other devices from which visual images, sounds, signals serving for the impartation of any matter or signal serving for the actuation or control of machinery or apparatus may be reproduced and material and apparatus for use in connection with such films, records, tapes, discs and devices;
- (b) to purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant

licences in respect of or otherwise turn to account the property and rights so acquired;

- (c) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay cash or to issue any shares, stocks, debentures, and debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired;
- (e) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as to benefit the Company; to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (f) to purchase, subscribe for or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation;

- (g) generally to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company;
- (h) to sell the undertaking of the Company, or any part thereof, or any agency connected therewith, for such consideration as the Company may think fit, and in particular for shares partly or fully paid up, debentures, debenture stock, or securities of any other company whether actually incorporated and existing or proposed to be formed or promoted by the purchaser or otherwise;
- (i) to promote, finance or assist any other company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (j) to raise or borrow or secure the payment of money for the purpose of the Company upon such terms and on such security as may seem to the Company expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or not, and charged upon the whole or any part of the property of the Company, both present and future, including its uncalled capital;
- (k) to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by a combination of such methods; and in particular (but without limiting the generality of the foregoing) to guarantee, support or secure whether

by personal covenant or by any such mortgage, charge or lien or by a combination of such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any company which is for the time being the Company's holding company (as defined by s.736 Companies Act 1985) or another subsidiary (as defined by the said s.736) of any such holding company;

- (l) to make and execute any deed, indenture, agreement, appointment or other legal or notarial act or document which may be necessary, expedient or desirable for effecting or carrying out any matter or transaction within the powers of the Company or which may be incidental thereto or connected therewith, and to draw, accept, endorse, discount and execute and issue cheques, bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable, commercial or transferable instruments or securities;
- (m) to pay all preliminary expenses of the Company and any company formed or promoted by the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- (n) to invest and deal with the moneys of the Company not immediately required in such manner as may be from time to time determined;
- (o) to lend money to such person and on such terms as may seem expedient;
- (p) to give any guarantee or indemnity as may seem expedient;

- (q) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company;
- (r) to distribute by way of dividend or otherwise any of the property of the Company in specie;
- (s) to do all or any of the above things in any part of the world, and as principals, agents, contractors, nominees, trustees, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others and either gratuitously or for reward;
- (t) to procure the Company to be registered or recognised and to establish and maintain local registers, agencies and branch places of business in any colony or dependency or in any foreign country or place;
- (u) to adopt such means of making known the business, products and services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest or by the publication of books and periodicals and by granting prizes, rewards and donations;
- (v) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company (including any Director or other officer of the Company) or the dependants or connections of such persons and to grant pensions and allowances and to make payment towards insurance for any such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects;

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

3.2 The objects set forth in each paragraph of Clause 3.1 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where they expressly so require, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such paragraphs or from the terms of any other object or objects or from the name of the Company. None of the objects specified in Clause 3.1 or the powers thereby conferred shall (except where the object expressly so requires) be deemed subsidiary or ancillary to any other objects or powers therein mentioned but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each paragraph of Clause 3.1 as if each paragraph were the objects of a separate company. The word "company" in Clause 3.1 and 3.2, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether registered or resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 Shares of £1 each.

We, the subscriber 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 name.

Name and Address
of Subscriber

Number of shares taken
by Subscriber

D R A SCOTT

for and on behalf of
CHANNEL FOUR TELEVISION CORPORATION
60 Charlotte Street
London
W1P 2AX

1,000

Total shares taken

1,000

DATED this 25th day of February 1993

WITNESS to the above signature:

JANET WALKER
21 Siell Road
London
SE13 7TW

CORPORATION SECRETARY

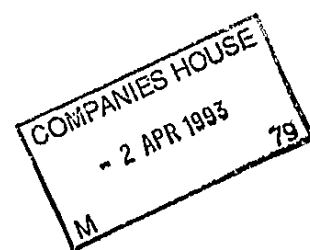
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No. 2797368

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
CHANNEL FOUR INTERNATIONAL LIMITED

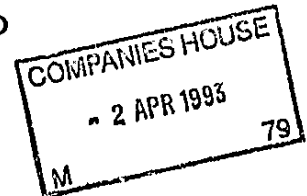


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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
CHANNEL FOUR INTERNATIONAL LIMITED

INTERPRETATION



1.1 In these Articles the expression "Table A" means 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.

i.2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in Table A shall have the same respective meanings in these Articles.

1.3 Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of telex print-out or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.

1.4 In Table A and in these Articles, references to writing shall include any method of representing or reproducing words in a legible and non-transitory form.

1.5 References herein to Articles are to the numbered paragraphs of these Articles and to Regulations are to the regulations of Table A.

1.6 Headings to Articles and the use of underlining is for convenience only and shall not affect the interpretation hereof.

1.7 Where the context permits, words in these Articles importing the singular include the plural and vice versa, references to persons include bodies corporate, unincorporate associations and partnerships and words importing any gender include the other genders.

1.8 If at any time the Company shall have one member only, any provision of these Articles which refers to more than one member shall be read as referring to one member only and these Articles shall be interpreted accordingly and any written record of any decision by that one member in relation to decisions which may be taken by the Company in general meeting shall have effect as if it were a resolution of a meeting duly held.

ADOPTION OF TABLE A

2.1 The Company is a private company. The Regulations contained in Table A shall (except where they are excluded or modified by these Articles) apply to the Company and, together with these Articles, shall constitute the Articles of the Company.

2.2 Subject to Article 2.1, no regulations scheduled to any statute concerning companies shall apply to the Company.

SHARE CAPITAL

3.1 No shares shall be issued or transferred except in accordance with the terms of a written authorisation from the Channel Four Television Corporation (hereinafter called the "Corporation") and the Directors shall, subject to its being duly stamped, forthwith register any transfer so authorised. Regulation 24 shall not apply.

3.2 The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee) and

the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Regulation 23 shall not apply.

REDEEMABLE SHARES

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the shareholder. Regulation 3 shall not apply to the Company.

LIEN

5. The lien conferred by Regulation 8 shall attach also to fully paid-up shares 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.

CALLS

6. The liability of any person in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment.".

GENERAL MEETINGS AND RESOLUTIONS

7.1 In Regulation 115 in the second sentence "48 hours" shall be deleted and "24 hours" shall be substituted therefor.

7.2 No business shall be transacted at any meeting unless a quorum of members is present both at the time when the meeting proceeds to business and at the time when such business is transacted; members together holding not less than one half of the shares in issue and present in person, by proxy or by representative shall be a quorum. Regulation 40 shall not apply. For the purposes of these Articles one individual may constitute a meeting if he holds or is a proxy or a representative for the holders of not less than one half of the shares in issue. In the event of the Company having only one member, that sole member shall pursuant to S.370A of the Act and whether present in person or by proxy, constitute a quorum for the purposes of these Articles.

7.3 In Regulation 41 the following words shall be added at the end "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall stand dissolved".

7.4 At any meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy or representative, and Regulation 46 shall be modified accordingly.

7.5 On a poll, votes may be given personally, by a representative or by proxy.

8. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 shall not apply to the Company.

9. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the Members of the Company entitled to receive notice of and attend and vote at a meeting of the Company or of any class of Members of the Company (which resolution

may consist of two or more documents in the like form signed by or on behalf of one or more of the said Members) or a resolution to which every such Member has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Company or of such class of Members of the Company (as the case may be) duly called and constituted. In the case of a corporation any such signature or approval may be given or signified on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. If the resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly. Regulation 53 shall not apply to the Company.

PROXIES

10. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and in any usual or common form or in such other form as the Directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company, or immediately prior to the commencement of a general meeting or class meeting, with the Secretary or the chairman of that meeting. Regulations 60, 61 and 62 shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two in number.

11.2 The Corporation may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing and shall take effect on and from the time at which it is lodged at the office of the Company.

11.3 The Directors shall not be required to retire by rotation. Accordingly Regulations 73 to 76 inclusive and 78 to 80 inclusive shall not apply to the Company, and Regulation 77 shall be modified by the omission of the words "(other than a director retiring by rotation at the meeting)".

11.4 There shall be no retiring age for Directors, and Section 293 of the Act shall not, if otherwise applicable, apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated if:

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- (b) he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (d) he resigns his office by notice in writing to the Company delivered to the Company at the office or tendered at a meeting of the Directors;

(e) having for more than 6 months been absent without permission of the Directors from meetings of the Directors held during that period the Directors shall resolve that he has by reason of such absence vacated office;

(f) he is requested in writing by all the other Directors to resign;

(g) if in the case of a Director who holds an executive office, his appointment as such is terminated or expires and the Directors resolve that he ceases to be a Director; or

(h) he is removed from the office of Director in accordance with Article 11.2,

and Regulation 81 shall not apply to the Company.

13. Regulations 65 to 69 inclusive shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS AND RESOLUTIONS

14. Notice of a meeting of the Directors need not be in writing.

15.1 Without prejudice to any obligation arising under the Act, a Director who is in any way directly or indirectly interested in any matter that is brought up for consideration at a meeting of the Board shall disclose the nature of his interest to the meeting; and, where such a disclosure is made:

(a) the disclosure shall be recorded in the minutes of the meeting, and

(b) (subject to Article 15.2) the Director shall not take any part in any deliberation or decision of the Board or of any committee of the Board, with respect to that matter

and Regulation 94 shall not apply.

15.2 The restriction in Article 15.1(b) may at any time be suspended or relaxed to any extent and either generally or in relation to a particular matter by a written authorisation of the Corporation.

15.3 For the purposes of Article 15.1, a general notification given at a meeting of the Board by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any matter involving that company or firm shall be regarded as a sufficient disclosure of his interest in relation to any such matter.

15.4 A Director need not attend in person at a meeting of the Board in order to make a disclosure which he is required to make under Article 15.1 if he takes reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at the meeting.

15.5 In this Article 15 references to a meeting of the Board include references to a meeting of a committee of the Board.

15.6 The validity of any proceedings of the Company shall not be affected by any failure to comply with the requirements of this Article 15.

16. The Corporation may from time to time appoint one of the Directors as the Chairman of the Company and may remove any such Chairman and appoint another in

his place. Any such appointment or removal shall be made in writing and shall take effect on and from the time on which it is lodged at the office of the Company.

17. If the Chairman of the Company is not present at any meeting of the Directors the Directors present may elect one of their number to act as Chairman of the meeting.

18. Any one or more Directors may participate in a meeting of the Directors or of any committee appointed under Regulation 72 by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall for all purposes be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting then is.

19. Any Director who ceases to be a Director at any meeting of the Directors may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

20. A resolution in writing signed by all the Directors entitled to notice of a meeting of the Directors or by all the members of a Committee for the time being (which resolution may consist of two or more documents in the like form each signed by one or more of the said Directors or the said members of such Committee) or a resolution to which every such Director or every such member of the Committee has signified his approval in writing or by cable, telex or facsimile transmission shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee (as the case may be) duly called and constituted.

21.1 The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or other officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company or the wives, widows, families or dependants of any such persons.

21.2 The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or of its members, and make, pay, provide for or grant payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

21.3 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

21.4 The Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

21.5 Regulation 87 shall not apply to the Company.

22. The Directors may with the prior written authorisation of the Corporation exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and assets (both present and future) and uncalled capital or any

part thereof, and, subject to the provisions of the Act, 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.

23. The Directors may with the prior written authorisation of the Corporation exercise all the powers of the Company to acquire, dispose of, deal in, issue, borrow, lend and enter into transactions in relation to warrants, options, securities and investments and instruments (including, without limitation, contracts for differences, contracts for futures, interest and/or currency exchange transactions, interest rate cap, collar and/or floor transactions and forward rate transactions).

SEAL

24. In addition to the provisions of Regulation 101 for use of the seal, a document signed by a Director and the Secretary or by two Directors of the Company, and expressed, in whatever form of words, to be executed by the Company shall have the same effect as if it were executed under the Common Seal of the Company; and a document so executed which (i) is intended by the person or persons making it to be a deed, and (ii) makes that fact clear on its face, in whatever form of words, shall have effect upon delivery as a deed.

NOTICES

25. Any notice required by Table A or these Articles to be given by the Company may be given by any visible and non transitory form including telex and facsimile and a notice communicated by such forms of immediate transmission shall be deemed to be given on the first business day following such transmission. Regulations 111 and 112 shall be amended accordingly.

DIVISION IN SPECIE

26. If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 shall be amended accordingly.

INDEMNITY

27. Subject to the provisions of and so far as may be permitted by the Act, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court and, subject to and so far as aforesaid, 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. Regulation 118 shall not apply to the Company.

GENERAL

28. Any written appointment, removal or authorisation to be made in writing by the Corporation for the purposes of these Articles shall be effective if given under the hand of the Chairman or the Deputy Chairman or the Secretary of the Corporation.

NAME AND ADDRESS OF SUBSCRIBER

D R A SCOTT

for and on behalf of
CHANNEL FOUR TELEVISION CORPORATION
60 Charlotte Street
London
W1P 2AX

DATED this 25th day of February 1993

WITNESS to the above signature:

JANET WALKER
21 Shell Road
London
SE13 7TW

Corporation Secretary



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 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

To the Registrar of Companies
(Address overleaf)

Company number

2797368

Name of company

* CHANNEL FOUR INTERNATIONAL LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

X. Scott

Designation

X Director

Date

6 April 1993

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

D J FREEMAN
43 FETTER LANE
LONDON EC4A 1NA
AMJ/ECM/87606

For official use
D.E.B.

Post room

COMPANIES HOUSE
27 APR 1993
M 12