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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF ACTIVE LICENSING UK LIMITED

1. The name of the Company is "ACTIVE LICENSING UK LIMITED"¹
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are: -
 - (a) To carry on in all parts of the world all or any of the businesses concerned with the direction and production of cinematographic films, television, radio, videorecordings and the like with accompanying commentaries and like activities, consultants, exhibitors, manufacturers, installers, financiers, renters, distributors, exporters, importers, publishers and hirers of, dealers in and agents for all kinds of film and video productions of every description for purposes of display or exhibition or otherwise and proprietors, manufacturers, distributors, repairers, hirers, and dealers in cinematographic, video and photographic equipment, machines, cameras and appliances and photographic records, gramophones, devices and appliances whereby sound or pictures, independently or simultaneously are recorded or transmitted, and of and in scenery, decoration, scenic and stage properties and effects, and lighting equipment and apparatus, and wireless, television and electrical goods and accessories of all kinds, and to provide for the production, reproduction, representation, transmission, performance and exhibition of cinematograph pictures, television and radio programmes; and in connection therewith to undertake and carry out all or any of the functions, operations, services or work ordinarily or which can be conveniently undertaken and carried out by persons engaged in such business including the engagement and hiring out of the services of artists, singers, dancers, entertainers, directors, producers, writers and other persons engaged in the motion picture, theatrical, radio, television and entertainment industries; to act as agents for the purchase, sale, exploitation or dealing in any manner with any cinematographic films or photographs, or any rights in relation thereto; to purchase or otherwise acquire and obtain and hold or dispose of copyrights, licenses and other rights and interests in the publication, reproduction, representation and sale of any cinematograph, photographic, pictorial or dramatic work or reproduction, and to deal with the same as publishers, licensors, vendors, licensees, or otherwise and for the purpose of the Company to make any necessary arrangements and agreements with publishers, television and newspaper proprietors, press agencies, and owners of copyrights, licences, or similar rights, and to enter into agreements and engagements of all kinds with authors, producers, artists and other persons, to carry on all or any of the businesses of cinematograph, repertory and other theatre proprietors, managers and lessees, arrangers, financiers and producers of entertainments, amusements and exhibitions and competitions of every description, providers of orchestras, bands, artists and musicians, publishers of music, songs, operas, tickets, programmes, posters and show bills, advertising agents, licensed victuallers, tobacconists, refreshment contractors and proprietors of film, theatrical and variety agencies, and general merchants and traders; rights of merchandising

¹ Company name changed from Saban Consumer Products Europe Limited to Active Licensing UK Limited as 7 April 2003.

and licensing of characters and products connected with films, video and sound tapes, video and video cassettes and the like;

(b) To carry on business as a general commercial company.

4. The liability of Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

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

Name, Address and Description of Subscribers	Number of Shares taken by each Subscriber
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SABAN ENTERTAINMENT INC., 4000 West Alameda Avenue Burbank California 91505 USA	100 ORDINARY shares
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Authorised Signatory:

MANAGER OF CATEGORY A

MANAGER OF CATEGORY B

Total number of shares:	100 ORDINARY shares
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