

FILE COPY



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

Company No. 4467859

The Registrar of Companies for England and Wales hereby certifies that
FOX INTERNATIONAL ENTERTAINMENT CHANNEL (UK) LIMITED
is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 24th June 2002



N04467859U

Sandra Dujardin

SANDRA DUJARDIN

For The Registrar Of Companies



C O M P A N I E S H O U S E



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

4467 859

Company Name in full

**Fox International Entertainment Channel
(UK) Limited**

I, **Sharonjeev Benning**

of **One Angel Court, London, EC2**

† Please 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 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

[Signature]

Declared at

Equitable House, 47 King William Street, EC4R 9JD

Day Month Year

On **24 06 2002**

① Please print name.

before me ①

MARK ELLIOT

Signed

[Signature]

Date

24th June 2002

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

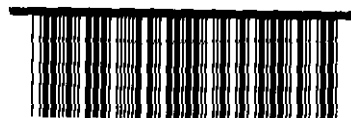
**Hogan & Hartson, One Angel Court,
London, EC2R 7HJ**

Ref:GJP/SB

Tel 020 7367 0200

DX number

DX exchange



LD1
COMPANIES HOUSE

0075
24/06/02

Form revised June 1998

arge

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

For the year 2002

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

4467859.

Company Name in full

Fox International Entertainment Channel
(UK) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Hogan & Hartson

16th Floor, One Angel Court

Post town

London

County / Region

Postcode

EC2R 7HJ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Hogan & Hartson, One Angel Court,
London, EC2R 7HJ

Ref:GJP/SB Tel 020 7367 0200

DX number

DX exchange



LD1
COMPANIES HOUSE

0076
24/06/02

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form April 2002

Company Secretary (see notes 1-5)

Company name Fox International Entertainment Channel (UK) Limited

NAME *Style / Title

Mr.

*Honours etc

* Voluntary details

Forename(s) David

Surname Baxter

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.

Address ††

81 Shaftesbury Way

Post town Twickenham

County / Region

Postcode TW2 5RW

Country UK

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

Consent

Date

5/6/02

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr.

*Honours etc

Forename(s) David

Surname Baxter

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.

Address ††

81 Shaftesbury Way

Post town Twickenham

County / Region

Postcode TW2 5RW

Country UK

Day Month Year

Date of birth

1 5 1 0 1 9 6 1

Nationality British

Business occupation

Accountant

Other directorships

NGC International (UK) Limited

NGC Overseas Holdings Ltd

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

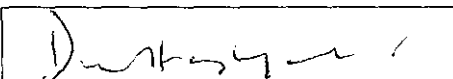
Consent signature

Date

5/6/02

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.	NAME	*Style / Title	Mr.	*Honours etc							
		Forename(s)	David								
		Surname	Haslingden								
		Previous forename(s)									
		Previous surname(s)									
	Address †	3019 Ellicott Street									
		North West									
		Post town	Washington DC								
		County / Region		Postcode	20008						
		Country	United States								
	Date of birth	Day	Month	Year	Nationality	United States					
		2	1	0	8	1	9	6	1		
	Business occupation	Chief Executive Officer									
	Other directorships										
	I consent to act as director of the company named on page 1										
	Consent signature						Date	5/6/02			

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr.	*Honours etc								
	Forename(s)	David									
	Surname	Haslingden									
	Previous forename(s)										
	Previous surname(s)										
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address.	Address †	3019 Ellicott Street									
		North West									
	Post town	Washington DC									
	County / Region		Postcode	20008							
	Country	United States									
	Date of birth	Day	Month	Year	Nationality	United States					
		2	1	0	8	1	9	6	1		
	Business occupation	Chief Executive Officer									
	Other directorships										
	I consent to act as director of the company named on page 1										
	Consent signature						Date				

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed as members on the memorandum of association).****Signed**

Raymond L. Parrish

Date

JUNE 17, 2002

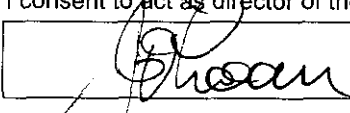
Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Company Secretary (see notes 1-5)

* Voluntary details	NAME	*Style / Title		*Honours etc	
		Forename(s)			
		Surname			
		Previous forename(s)			
		Previous surname(s)			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address	<input type="checkbox"/>	Address †			
		Post town			
		County / Region		Postcode	
		Country			
I consent to act as secretary of the company named on page 1					
Consent signature			Date		

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address	<input type="checkbox"/>	NAME	*Style / Title	Mr.	*Honours etc					
			Forename(s)	John						
			Surname	O'Loan						
			Previous forename(s)							
			Previous surname(s)							
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address	<input type="checkbox"/>	Address †	45 Mt Ararat Road							
		Post town	Richmond							
		County / Region		Postcode	TW10 6PH					
		Country	UK							
Date of birth		Day	Month	Year	Nationality					
		1	4	1	2	1	9	4	8	British
Business occupation		Manager								
Other directorships		Parliamentary Broadcasting Unit Ltd								
		NGC Overseas Holdings Ltd								
I consent to act as director of the company named on page 1										
Consent signature					Date	05 06 02				

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr.

*Honours etc

Forename(s)

George

Surname

Jeffrey

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Marloes, 18 Amersham Road

Post town

County / Region

Buckinghamshire

Postcode

HP6 5PE

Country

UK

Day Month Year

Date of birth

0 1 1 2 1 9 6 3

Nationality

British

Business occupation

Solicitor

Other directorships

NGC Overseas (Holdings) Ltd

NGC International (UK) Limited

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

Consent signature

Date

5 June '02

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principle office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality USA

Business occupation

Other directorships

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

Consent signature

Date

OTHER DIRECTORSHIPS

Name of Director: John O'Loan

Company Name: NGC International (UK) Limited

5/10 165
NLMC
004002
Company No. _____

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FOX INTERNATIONAL ENTERTAINMENT CHANNEL (UK) LIMITED



1. The Company's name is "**Fox International Entertainment Channel (UK) Limited**".
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 a general commercial company and, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: broadcasting and entertainment; producing and making works of all descriptions for broadcasting; film and advertising production and distribution.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
 - (C) To apply for, purchase, register otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences and the like and to alter, disclaim, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
 - (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to

contribute to or subsidise the erection, construction and maintenance of any of the above.

- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (J) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest of capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the

shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in no ways limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.

Name, Address and Description of Subscribers	Number of Shares taken by each Subscriber
-------------------------------------------------	----------------------------------------------

Fox International, Inc.
10201 W. Pico Blvd
Los Angeles
California, 90035

10

Raymond L. Parish

signed by an authorised signatory

Total Number of Shares to be Taken Up	10
---------------------------------------	----

DATED the 17TH day of JUNE, 2002

WITNESS to the above Signature:

Signature of Witness: *Sandy Wallace*

Name of Witness: SANDY WALLACE

Address of Witness: 10301 W. Pico Blvd, LA, CA

Occupation of Witness: Assistant to Ray Parish

Company no.[]

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FOX INTERNATIONAL ENTERTAINMENT CHANNEL (UK) LIMITED

Incorporated [] 2002

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles. No other regulations contained in any statute or subordinate legislation apply as the regulations or articles of association of the Company.
- (B) The regulations of Table A numbered 24, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply. The regulations of Table A numbered 37, 38, 41, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified. The regulations of Table A numbered 88, 89, 91 and 93 are excluded if and so long as there is a sole director of the Company. The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company only has one member. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company.
- (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

PRIVATE COMPANY

2. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for shares or debentures of the Company is prohibited.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of incorporation of the Company is £100 divided into 100 ordinary shares of £1 each.
4.
 - (A) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.
 - (B) The Directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of incorporation of the Company.
 - (C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the nominal but as yet unissued share capital of the Company at the date of incorporation of the Company.
 - (D) By the authority conferred by paragraph (B), the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
5. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act do not apply to any allotment of the Company's equity securities.

TRANSFERS

6. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

GENERAL MEETINGS

7. Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice. All other extraordinary general meetings must be called by at least 14 clear days notice but a general meeting may be called by shorter notice if it is so agreed:

- (A) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; and
- (B) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less that such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

PROCEEDING AT GENERAL MEETINGS

- 9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors, In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
- 10. No business shall be transacted at any meeting unless a quorum is present. Two members entitled to attend that meeting, present in person or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of the adjourned meeting a quorum is not present, the members present shall be a quorum".
- 11. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly.
- 12. Regulation 53 of Table A is modified by the addition of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly".

VOTES OF MEMBERS

- 13. Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase "unless the directors otherwise determine").
- 14. Regulation 59 of Table A is modified by the deletion of the second sentence.

15. An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor.
16. Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

NUMBER OF DIRECTORS

17. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

18. A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. The person need not be approved by resolution of the directors, and regulation 65 is modified accordingly.
19. An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of all committees of directors and regulation 66 of Table A is modified accordingly.
20. Regulation 68 of Table A is modified by the addition of the following sentence: "Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors".

DELEGATION OF DIRECTORS POWERS

21. Regulation 72 of Table A is modified by the addition of the following sentence: "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee".

APPOINTMENT AND REMOVAL OF DIRECTORS

22. The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in regulations 67 and 84 to retirement by rotation must be disregarded.
23. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
24. A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.

25. The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more of the holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of a director is 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; or
 - (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (D) he resigns his office by notice to the Company; or
 - (E) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
 - (F) he is removed from office by notice addressed to him at his last known address and signed by all his co-directors; or
 - (G) he is removed from office by notice given by a member or members under article 25.

REMUNERATION OF DIRECTORS

27. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may determine.

PROCEEDINGS OF DIRECTORS

28. Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the

requirement that notice be given to him of a board meeting, either prospectively or retrospectively”.

29. A director or his alternate may validly participate in a meeting of director or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is 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.
30. If and so long as there is a sole director of the Company
- (A) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
 - (B) for the purpose of regulation 89 of Table A the quorum for the transaction of business is one; and
 - (C) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).
31. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

DIVIDENDS

32. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

CAPITALISATION OF PROFITS

33. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

NOTICES

34. Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution of the following: "A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address".
35. A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:
- (A) 24 hours after posting, if pre-paid as first class, or
 - (B) 48 hours after posting, if pre-paid as second class.

A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.

36. Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

INDEMNITY

37. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred:
- (A) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
 - (B) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
38. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:
- (A) a director, alternate director, secretary, or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or
 - (B) trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,

indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

SOLE MEMBER

39. If and for so long as the Company only has one member:
- (A) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative is a quorum and regulation 40 of Table A is modified accordingly;
 - (B) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
 - (C) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
 - (D) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

NAME AND ADDRESS OF SUBSCRIBER

Fox International, Inc.
10201 W. Pico Blvd
Los Angeles
California, 90035

Raymond L. Parrish

signed by an authorised signatory

DATED this 17TH day of JUNE, 2002

WITNESS to the above signature:

Signature of Witness: *Sandy Wallace*

Name of Witness: SANDY WALLACE

Address of Witness: 10301 W. Pico Blvd, LA, CA

Occupation of Witness: Assistant to Ray Parrish