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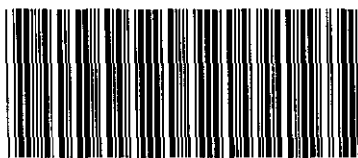
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4757516

The Registrar of Companies for England and Wales hereby certifies that
ABS-CBN EUROPE LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th May 2003



N04757516M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4757516

Company name

ABS-CBN EUROPE LIMITED

I,

SWIFT INCORPORATIONS LIMITED

of

1 MITCHELL LANE
BRISTOL
BS1 6BU

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: 07/05/2003

Company Name **ABS-CBN EUROPE LIMITED**
in full:

Proposed Registered **ALDER CASTLE**
Office: **10 NOBLE STREET**
 LONDON
 EC2V 7TL

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **JORDANS LIMITED**
Agent's Address: **21 ST THOMAS STREET**
 BRISTOL
 BS1 6JS

Company Secretary

Name **JOSE CUENCA NOLAN**

Address: **7 IFUGAO STREET**
 LA VISTA
 BGY PANSOL
 QUEZON CITY
 PHILIPPINES

Consented to Act: **Y** *Date authorised* **07/05/2003** *Authenticated:* **Y**

Name **SWIFT INCORPORATIONS LIMITED**

Address: **1 MITCHELL LANE
BRISTOL
BS1 6BU**

Consented to Act: **Y** *Date authorised* **07/05/2003** *Authenticated:* **Y**

Director 1:

Name **RENE LIMCAOCO ENCARNACION**

Address: **1647 OVERLAND DRIVE
SAN MATEO
CALIFORNIA
USA
94043**

Nationality: **AMERICAN**
Business occupation: **CORPORATE EXECUTIVE**
Date of birth: **17/02/1954**

Consented to Act: **Y** *Date authorised* **07/05/2003** *Authenticated:* **Y**

Director 2:

Name **JOSE CUENCA NOLAN**

Address: **7 IFUGAO STREET
LA VISTA
BGY PANSOL
QUEZON CITY
PHILIPPINES**

Nationality: **AMERICAN**
Business occupation: **CORPORATE EXECUTIVE**
Date of birth: **23/12/1951**

Consented to Act: **Y** *Date authorised* **07/05/2003** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **07/05/2003** *Authenticated:* **Yes**

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

ABS-CBN EUROPE LIMITED

- 1 The Company's name is ABS-CBN EUROPE LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company in any trade or business whatsoever.
- 4 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Companies Act 1985, the Company has power to do all of the following things:
 - 4.1 to carry on the business of a holding company in all of its branches, and for that purpose to acquire and hold for investment shares, stock, debentures, debenture stocks, bonds, options, obligations, notes and securities (or any right or interest in them) issued or guaranteed by any company, and debentures, debenture stock, bonds, options, obligations, notes and securities (or any right or interest in them) issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to leave money on deposit or otherwise with any bank or building society, local authority or any other party and to act as and to perform all the functions of a holding company;
 - 4.2 to acquire and hold any such shares, stock, debentures, debenture stock, bonds, options, obligations, notes or securities (or any right or interest in them) by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to make payments on them as called up or in advance of calls or otherwise and to subscribe for the same, either conditionally or absolutely, and to hold the same with a view to investment, but with power to vary any investments, and to exercise and enforce all rights and powers conferred by or incidental to the ownership of them, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined;
 - 4.3 to purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company, corporation, public body, supreme, municipal, local or otherwise or of any government or state and to act as and perform all the functions of a holding company and to carry on, acquire, undertake and execute any business, undertaking, transaction or operation whether manufacturing, financial, mercantile, agricultural, extractive or otherwise;
 - 4.4 to purchase, take on lease or in exchange, hire or otherwise acquire, and obtain options over, lands, buildings and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or

with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being;

- 4.5 to apply for or acquire by purchase or otherwise, register, renew and protect whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, trade marks, copyright or other rights or monopolies, licences, concessions and the like, and to use, exercise, develop or grant licences in respect of, or otherwise turn the same to account and to make, assist, or subsidise any experiments, researches or investigations;
- 4.6 to purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets, rights and liabilities of any person or company, or to acquire the control of shares of any company or any interest in them and to act as a director or manager of any company;
- 4.7 to improve, manage, develop, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part of them, for such consideration as may be thought fit, and in particular for stock, shares, debentures, debenture stock or securities of any other company, whether fully or partly paid up;
- 4.8 to pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient;
- 4.9 to lend any moneys or assets of the Company to such persons, firms or companies and on such terms as may be considered expedient, and either with or without security, and to invest and deal with moneys and assets of the Company not immediately required in any manner and to receive money and securities on deposit, at interest or otherwise;
- 4.10 to borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description;
- 4.11 to give, enter into and/or accept any guarantees or contracts of indemnity or suretyship and to guarantee, support or secure, either with or without the Company receiving any consideration or advantage for it, and whether by personal covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company and/or otherwise, the performance and discharge of the liabilities and obligations of every description of, and the payment and/or repayment of any moneys (including but not limited to principal, premiums, interest, dividends and other moneys secured by or payable under any obligations or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being (within the meaning of section 736 of the Companies Act 1985) in relation to the Company its holding company, or another subsidiary of such holding company or a subsidiary of the Company, or which is controlled by the same persons as control the Company or which is associated with the Company in business or otherwise;

- 4.12 to issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration (if any) as the Company may think fit;
- 4.13 subject to and in accordance with the Act (if and so far as such provisions shall be applicable) go give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition;
- 4.14 to establish or promote or concur in establishing or promoting any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to advance the objects or interests of it, or to take and otherwise acquire and hold or dispose of shares, stock, debentures, debenture stock or other securities of any such company or companies;
- 4.15 to amalgamate or enter into partnership with, and to co-operate in any way with or assist or subsidise any person, firm 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;
- 4.16 to pay all expenses incidental to the formation or promotion of the Company or any other 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 of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company promoted wholly or in part by the Company;
- 4.17 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities;
- 4.18 to grant pensions or gratuities to any employees or officers (including directors) or ex-employees or ex-officers (including ex-directors) of the Company or of any company which is a subsidiary of the Company or is allied to or is associated with the Company or any such subsidiary company or the relations, connections or dependants of any such persons, and to pay or contribute to insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any director holding salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares in the Company, and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them;
- 4.19 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may seem likely, directly or indirectly, to further the objects of the Company or the interests of its members;
- 4.20 to distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets 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;

- 4.21 to hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters set out above in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others; and to accept property on trust and to act as trustee, executor, administrator or attorney either gratuitously or otherwise;
- 4.22 to procure the Company to be registered or incorporated in any part of the world; and
- 4.23 to do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

The word "company" except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and further the intention is that objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

The word "Act" means the Companies Act 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

- 5 The liability of the members is limited.
- 6 The Company's share capital is £1000 divided into 1000 shares of £1 each.

I, the subscriber(s) to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I/We agree to take the number of shares shown opposite my/our name(s).

Name and address of Subscriber

Number of shares taken
by the Subscriber

1	For and on behalf of Instant Companies Limited 1 Mitchell Lane BRISTOL BS1 6BU	-	One
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Total shares taken

1

Dated 07/05/2003

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

ABS-CBN EUROPE LIMITED

1 PRELIMINARY

The Regulations in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended at the date of incorporation shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

2 SHARES

- 2.1 Subject to the provisions of articles 2.2 and 2.3 and to any direction given by the Company by ordinary resolution or by elective resolution, all unissued shares of the Company for the time being shall be under the control of the directors, who may allot, grant options over or otherwise dispose of them, to such persons, at such times and on such terms and conditions as they may determine and so that any statutory rights of pre-emption shall be excluded.
- 2.2 Provided that subject to any direction to the contrary given by the Company by special resolution, no shares shall be allotted without first being offered, either at par or at a premium, to all the members for the time being in proportion as nearly as may be to the number of shares held by them respectively and so that any shares not so taken may be applied for as excess shares which in the case of competition shall be allotted in proportion to the number of shares held by the applicants.
- 2.3 The directors are authorised to allot the authorised share capital with which the Company is incorporated within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

3 LIEN

- 3.1 In addition to the lien conferred by Regulation 8 of Table A the Company shall have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of a member, whether alone or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.
- 3.2 The person who is in default in respect of a call may in addition to any interest which may have accrued be required by the directors to pay all expenses that may have been incurred by the Company by reason of the non-payment of the call. Regulations 18 and 21 of Table A shall be modified accordingly.

4 TRANSFER OF SHARES

- 4.1 No transfer of a share, whether or not it is fully paid, shall be registered unless it shall first be approved by the directors who may, in their absolute discretion and without giving any reason, refuse to do so. The first sentence of Regulation 24 of Table A shall not apply.
- 4.2 The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days, the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

5 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors. In Regulation 38 of Table A the words "in the case of special business" shall be added before the words "the general nature of the business to be transacted".
- 5.2 No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum unless the Company is a single member company in accordance with the provisions of the Companies (Single Member Private Limited Companies) Regulations 1992. If, and for so long as, the Company has only one member, the following provisions shall apply:
- 5.2.1 one person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company;
- 5.2.2 the sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly;
- 5.2.3 a proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly; and
- 5.2.4 all other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
- 5.3 A poll may be demanded by the chairman or any member present in person or by proxy and entitled to vote, and Regulation 46 of Table A shall be modified accordingly.
- 5.4 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

- 5.5 A corporate representative at any general meeting by proxy shall be entitled to vote on a show of hands. In Regulation 54 of Table A the words "or proxy" shall be added after the words "duly authorised representative".

6 NUMBER OF DIRECTORS

The maximum number and minimum number respectively of the directors may be determined from time to time by the Company by ordinary resolution. Subject to and in default of any such determination, there shall be no maximum number, and the minimum number shall be one. Whenever the minimum number is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and Regulation 89 of Table A shall be modified accordingly. Regulation 64 of Table A shall not apply.

7 ALTERNATE DIRECTORS

Any director (other than an alternate director) may appoint any other director or any other person approved by a majority of the other directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the directors. An alternate shall be entitled at any meeting of directors or committee of directors to one vote for each director he represents in addition (if he is a director) to his own vote, but he shall not be counted more than once for the purpose of ascertaining whether a quorum is present. Regulations 65 and 67 of Table A shall be modified accordingly.

8 POWERS AND DUTIES OF DIRECTORS

A director, notwithstanding that he or, in the case of an alternate director, his appointer, or any person connected with him or (as the case may be) his appointer, has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94, 95, 96 and 97 of Table A shall not apply.

9 APPOINTMENT AND REMOVAL OF DIRECTORS

- 9.1 The office of a director shall be vacated in any of the events specified in Regulation 81 of Table A, except that the following paragraphs shall be substituted for paragraphs (d) and (e) respectively:
- "(d) not being a director who is employed under a contract which precludes resignation, he resigns his office by notice in writing deposited at the registered office or submitted at a meeting of the directors; or
 - (e) he shall be required to resign his office by notice in writing signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company and deposited at the registered office or submitted at a meeting of the directors."
- 9.2 No director shall be required to retire or vacate his office or be ineligible for re-appointment having attained any particular age. Regulations 73 to 77 inclusive, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 67 of Table A all words after the semicolon and in Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.
- 9.3 The Company may by extraordinary resolution remove any director (including a director holding any executive office but without prejudice to any claim he might have for damages)

before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

10 PROCEEDINGS OF DIRECTORS

Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or any other communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

11 THE SEAL

Where the Act permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

12 NOTICES

Any notice or other document, if served by post or electronic communication, shall be deemed to have been served at the expiration of 24 hours (or where second class mail is employed, 48 hours) after posting within the United Kingdom or sending by electronic communication, and in proving service by post it shall be sufficient to prove that the notice or document was properly addressed and posted. Regulation 115 of Table A shall be amended accordingly.

13 INDEMNITY

To the extent permitted by the law the directors may arrange insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any director, or other officer or auditor of the Company in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as director, officer or auditor.

Name and address of Subscriber

For and on behalf of
Instant Companies Limited
1 Mitchell Lane
BRISTOL
BS1 6BU

Dated 07/05/2003