

FILE COPY



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

Company No. 5075951

The Registrar of Companies for England and Wales hereby certifies that
TRADEMARKS AND RIGHTS HOLDERS AGAINST PIRACY 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 17th March 2004



N05075951J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

SOMERSET

Company Name in full

TRADEMARKS AND RIGHTS HOLDERS AGAINST PIRACY LIMITED

I, PHILIP HERBERT

of ROXBURGHE HOUSE, 273-287 REGENT STREET, LONDON W1B 2AD

† 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

Philip Herbert

Declared at

LANTER JUNE 3 33 MARGARET ST. LONDON W1B 2AD

Day Month Year

On

15 03 2004

① Please print name.

before me ①

STUART CHITTENDEN

Signed

S.A.C.

Date

15/3/04

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

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.

HamlinS, Roxburghe House, 273-287 Regent Street, London W1B 2AD

Ref: 158/201

Tel 020 7355 6000

DX number 53803

DX exchange Oxford Circus



A20
COMPANIES HOUSE

0572
16/03/04

Form revised 10/03

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
or LP - 4 Edinburgh 2



Companies House
for the record

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**

Company Name in full

TRADEMARKS AND RIGHTS HOLDERS
AGAINST PIRACY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

COUNTY MARK HOUSE

50 REGENT STREET

Post town

LONDON

County / Region

Postcode

W1R 6LP

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

HAMLINS

Address

ROXBURGHE HOUSE, 273-287 REGENT
STREET

Post town

LONDON

County / Region

Postcode

W1B 2AD

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



A20 0571
COMPANIES HOUSE 16/03/04
A48 0631
COMPANIES HOUSE 06/03/04

v 08/02

HAMLINS, ROXBURGHE HOUSE, 273-287
REGENT STREET, LONDON W1B 2AD
Ref: 158 Tel 0207 355 6000
DX number 53803 DX exchange OXFORD CIRCUS NORTH

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

Company Secretary (see notes 1-5)

Company name

GLOBAL INTELLIGENCE MUSIC LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

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 principal office address.

Address ††

COUNTY MARK HOUSE

50, REGENT STREET,

Post town

LONDON

County / Region

Postcode

W1R 6LP

Country

UNITED KINGDOM

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

Consent signature

C S O

Date

21/11/03

Directors (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of Global Intelligence Music Limited

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 principal office address.

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

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 principal office address.

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

ATMOSPHERE APPAREL LIMITED

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 principal office address.

Address ^{††}

HELLIER HOPKINS LTD, ST MARTINS HOUSE

31-35 CLARENDON ROAD

Post town

WATFORD

County / Region

HERTFORDSHIRE

Postcode

WD17 15F

Country

ENGLAND

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

21/11/03

For and on behalf of Atmosphere Apparel Limited

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address ^{††}			
<input type="checkbox"/>			
Post town			
County / Region		Postcode	
Country			

^{††} 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 principal office address.

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		PYRAMID POSTERS LIMITED	
Previous forename(s)			
Previous surname(s)			
Address ^{††}			
<input type="checkbox"/>			
Post town		THE WORKS, PARK ROAD	
		BLABY	
Post town		LEICESTER	
County / Region		Postcode	LE8 4EF
Country		ENGLAND	

^{††} 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 principal office address.

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

For and on behalf of Pyramid Posters Limited

Company Secretary (see notes 1-5)

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 principal 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

G B POSTERS LIMITED

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 principal office address

Post town

County / Region

Postcode

Country

THE MANOR HOUSE

260 ECCLESALL ROAD SOUTH

SHEFFIELD

YORKSHIRE

S11 9AT

ENGLAND

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

For and on behalf of G B Posters Limited

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
* Voluntary details		Forename(s) <input type="text"/>			
		Surname <input type="text" value="BLUE GRAPE LIMITED"/>			
		Previous forename(s) <input type="text"/>			
		Previous surname(s) <input type="text"/>			
†† 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 principal office address.		Address †† <input type="checkbox"/>			
		<input type="text" value="REGENT HOUSE, 1 PRATT MEWS"/>			
		<input type="text"/>			
		Post town	<input type="text" value="LONDON"/>		
		County / Region	<input type="text"/>	Postcode	<input type="text" value="NW1 0AD"/>
		Country	<input type="text"/>		
		Date of birth	<input type="text" value="Day"/> <input type="text" value="Month"/> <input type="text" value="Year"/>	Nationality	<input type="text"/>
		Business occupation	<input type="text"/>		
		Other directorships	<input type="text"/>		
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
Consent signature		<input type="text" value="W Oh"/>	Date	<input type="text" value="21/11/03"/>	
		For and on behalf of Blue Grape Limited			

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(see notes 1-5)

Please list directors in alphabetical order

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 principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

For and on behalf of De-lux Merchandise Company Ltd

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

~~Signed~~

Date _____

Signed

Date _____

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)

† 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 principal office address

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)

† 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 principal office address

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

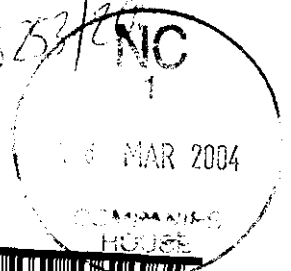
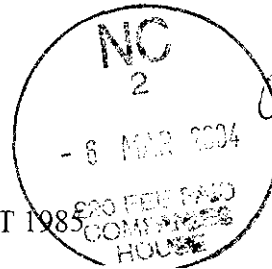
Consent signature

Date

For and on behalf of Bravado International Group Limited

1056

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989



A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

C76834

MEMORANDUM OF ASSOCIATION

OF

TRADEMARKS AND RIGHTS HOLDERS AGAINST PIRACY LIMITED

1. The Company's name is "TRADEMARKS AND RIGHTS HOLDERS AGAINST PIRACY LIMITED" (and in this document it is called "the Company").
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are:
 - (A) To identify infringement of the members' rights;
 - (B) To take all reasonable steps to protect those rights including assisting the relevant authorities in bringing enforcement actions against infringers and bringing *criminal or civil actions against infringers of those rights*; and
 - (C) To educate merchandise retailers, concert venues, Trading Standards, the police and the public about the Company and to obtain publicity for the Company's actions.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
 - (A) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate the bank accounts in the name

of the Company;

- (B) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (C) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (D) subject to clause 5 below to appoint such persons or companies as is necessary to act as agents of the Company and to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (E) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (F) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable objects and to exchange information and advice with them;
 - (G) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - (H) to provide indemnity insurance to cover the liability of the directors of the Company (hereinafter referred to as "Council Members") (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, provided that any such insurance shall not extend to any claim arising from any act of omission which the Council Members (or any of them claiming indemnity) knew to be a breach of trust or breach of duty or which was committed by the Council Members (or any of them claiming indemnity) in reckless disregard of whether it was a breach of trust or duty or not, and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council Members in their capacity as Council Members of the Company;
 - (I) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Council Member shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company; Provided that nothing in this

document shall prevent any payment in good faith by the Company:

- (A) of the usual professional charges for business done by any Council Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Council Members benefit under this provision and that a Council Member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (B) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Council Member;
- (C) of interest on money lent by any member of the Company or Council Member at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the Council Members;
- (D) of fees, remuneration or other benefit in money or money's worth to any company of which a Council Member may also be a member holding not more than 1/100th part of the issued capital of that company;
- (E) of reasonable and proper rent for premises demised or let by any member of the Company or a Council Member;
- (F) to any Council Member of reasonable out-of-pocket expenses;
- (G) of any payment of any premium in respect of any indemnity insurance to cover the liability of the Council Members (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company, subject to the proviso in clause 4(H) of this Memorandum.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Company is wound up or dissolved or otherwise in accordance with the provisions of Article 73 of the Articles of Association and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to a charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is

imposed on the Company by Clause 5 above, chosen by the Company at or before the time of dissolution and if that cannot be done then to some other charitable institution.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS:

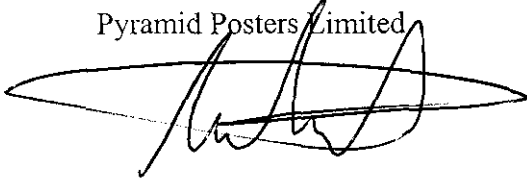
Déluxe Merchandise Co. Limited



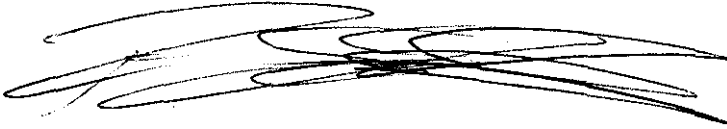
Atmosphere Apparel Limited



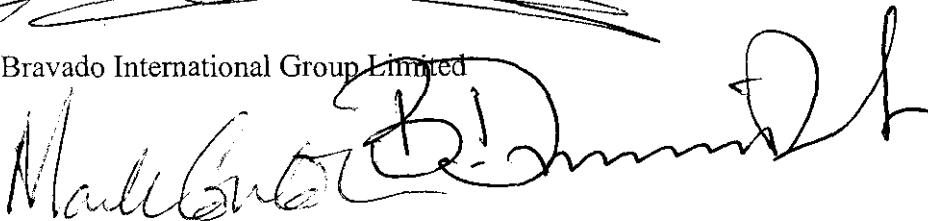
Pyramid Posters Limited



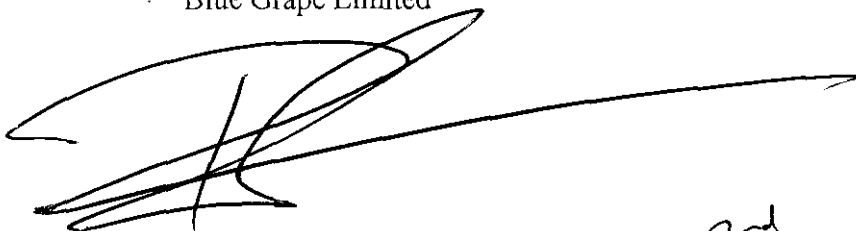
GB Posters Limited



Bravado International Group Limited



Blue Grape Limited



Dated the 2nd day of March 2004

Witnesses to the above Signatures:

A handwritten signature in dark ink, appearing to read 'Philip Herbert', with a horizontal line underneath.

PHILIP HERBERT
HAMMINS, ROXBURGHE HOUSE,
273-287 REGENT ST,
LONDON
W1B 2AD

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

TRADEMARKS AND RIGHTS HOLDERS AGAINST PIRACY LIMITED

INTERPRETATION

1. In these Articles:

“the Company” means Trademarks and Rights Holders Against Piracy Limited, also known as “TRAP”, the company intended to be regulated by these Articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Company;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Council Members” means the directors of the Company (and “Council Member” has a corresponding meaning);

“executed” includes any mode of execution;

“the Memorandum” means the memorandum of association of the Company;

“Office” means the registered office of the Company;

“Ordinary Member” means an ordinary member of the Company under Article 2 but does not include secondary ordinary members as defined in Article 3;

“the Seal” means the common seal of the Company if it has one;

“Secretary” means the secretary of the Company or any other person appointed to perform duties of the secretary of the Company, including a joint assistant or deputy secretary;

“the United Kingdom” means Great Britain and Northern Ireland;

Unless the context requires otherwise:

- (i) words denoting the singular include the plural and vice versa; words denoting any one gender include all genders; words denoting persons include firms and corporations and vice versa;
- (ii) headings in these Articles are for ease of reference only and do not affect the construction of any provision;
- (iii) words and expressions defined in the Act shall have the same meaning as in the Act.

ORDINARY MEMBERS

- 2. The subscribers to the Memorandum and such persons as are admitted to membership in accordance with the rules made under Article 69 shall be ordinary members of the Company. Any person engaged in leisure merchandising exploitation may apply for ordinary membership of the Company.

SECONDARY ORDINARY MEMBERS

- 3. The Council Members may grant secondary ordinary membership to those companies which are members of the same group of companies (as defined in section 262 Companies Act 1985) as an ordinary member. No company which is eligible to become a secondary ordinary member shall be eligible for ordinary membership. Secondary ordinary members shall be entitled to attend and speak at general meetings but shall not be eligible to vote at general meetings.
- 4. In the event that a secondary ordinary member ceases to be a member of the same group of companies as an ordinary member (or the Council Members reasonably conclude that to be the case from information received from the secondary ordinary member in response to a notice served under Article 5), then the Council Members may immediately terminate the membership of such secondary ordinary member provided that such secondary ordinary member shall then be eligible to become an ordinary member in accordance with these Articles.
- 5. The Council Members may by notice in writing require a secondary ordinary member to give particulars of the details of its relationship to an ordinary member which entitled that secondary ordinary member to remain a secondary ordinary

member. A notice under this Articles shall require the information given in response to the notice to be given in writing to the registered office of the Company within such reasonable time as may be specified in the notice.

6. Where notice is served by the Company pursuant to Article 5 on a secondary ordinary member and that member fails to give the Company any information required by the notice within the time specified in it or the member in question in purported compliance with that notice makes any statement which in the reasonable opinion of the Council Members is false in any material respect, the Council Members on behalf of the Company shall be entitled to serve notice on the member in question terminating that member's membership forthwith.

ASSOCIATE MEMBERSHIP

7. The Council Members may grant associate membership to those persons who agree with the objects of the Company but are not entitled to become ordinary members. Such associate members shall be entitled to attend and speak at general meetings but they shall not be eligible to vote at general meetings.

HONORARY MEMBERSHIP

8. The Council Members shall be entitled to grant honorary membership to those persons who have given distinguished service to the Company. Such honorary members shall not be entitled to vote at general meetings. The honorary members shall not have an entitlement to attend general meetings but may be invited to attend in the discretion of the Council.

CONDITIONS APPLICABLE TO MEMBERSHIP

9. No applicant for membership shall be admitted as a member of the Company unless the application for membership is approved by the Council Members at their absolute discretion. Applications must be submitted in writing to the Secretary using the Company's standard application form together with payment of the then current subscription fee which is applied to meet secretarial and administrative expenses (save for honorary members who shall not be required to pay a subscription fee).
10. Unless the Council Members or the Company in general meeting shall make other provision under Article 69, the Council Members may in their absolute discretion permit any member of the Company to retire without refund of the subscription fee, provided that after such retirement the number of members is not less than four.
11. On the 1st May in each year or on such other date as the Council Members shall determine is the beginning of the subscription year each ordinary member, secondary ordinary member and associate member shall, in order for his

membership to continue be required to pay the then current annual subscription. The first annual subscription fee shall be set by resolution of the Council Members. The fee so fixed shall remain the annual subscription fee only until the first annual general meeting when it shall be fixed by ordinary resolution. The subscription fee may thereafter be amended by ordinary resolution at any subsequent annual general meeting. The subscription year runs from 1st May to 30th April or as the Council Members shall determine from time to time. Any person becoming a member (save if that person is becoming an honorary member) must pay the full annual subscription fee for the then current subscription year, provided that any person becoming a member in the last three months of any subscription year shall not be required to pay an annual subscription until the commencement of the next subscription year. If payment of the annual subscription is not made within 3 months of the commencement of the subscription year in each year the member shall automatically cease to be a member.

12. No member without the prior written authority of the Council Members shall communicate or have any dealings with any third party on behalf of the Company.

GENERAL MEETINGS

13. The Company shall hold an annual general meeting in each year in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next; provided that so long as the Company holds its first annual general meeting within eighteen months of the date of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Council Members shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Council Members may call general meetings and, on the requisition of at least one-tenth of the members with voting rights pursuant to the provisions of the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after the date receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member (other than a honorary member) of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

15. The annual general meeting and all extraordinary general meetings called for the passing of a special or elective resolution or a resolution appointing a person as a Council Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by the Council Members

giving at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (i) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- (ii) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall 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, shall specify the meeting as such. The notice shall be given to ordinary members, secondary ordinary members, associate members, Council Members and auditors but not to honorary members.

- 16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 17. No business shall be transacted at any meeting unless a quorum is present. Three 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 corporate member, shall constitute a quorum.
- 18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council Members may determine.
- 19. The chairman, if any, of the Council Members or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) is present and willing to act within thirty minutes after the time appointed for holding the meeting, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
- 20. If no Council Member is willing to act as chairman, or if no Council Member is present within thirty minutes after the time appointed for holding the meeting, the meeting shall stand adjourned as provided in Article 18.
- 21. The chairman may, with the consent of a meeting at which a quorum is present

(and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll must be held if demanded:
 - (i) by the chairman; or
 - (ii) by at least two members having the right to vote, present in person or by proxy or (in the case of a corporate member) by duly authorised representative;
23. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
24. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
25. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
27. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn,

the meeting shall continue as if the demand had not been made.

28. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
29. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one of more of the members.

VOTES OF MEMBERS

30. Subject to Article 26, on a show of hands each ordinary member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote) shall have one vote and on a poll each ordinary member shall have one vote for every pound (£1) of subscription fee paid by him or it for the then current subscription year.
31. No member shall be entitled to vote at any general meeting unless all moneys then payable by him or it to the Company have been paid.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
33.
 - (A) On a poll votes may be given either personally or by proxy. A member may appoint one proxy to attend on the same occasion and may only appoint an existing member of the Company to be his or her proxy.
 - (B) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve):

"Trademarks and Rights Holders Against Piracy Limited

I/We _____ of,
being a member/members of the above-named Company, hereby appoint
of _____ or failing him,
of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf, at the

Signed on _____”

- “Trademarks and Rights Holders Against Piracy Limited

Resolution No 1 *for *against
Resolution No 2 *for *against.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.
Signed this _____ day of'

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24 hours before the time appointed for the taking of the poll; or

- (iii) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Council Member;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 34. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

COUNCIL MEMBERS

- 35. The number of Council Members shall be not more than twelve and not less than four to include the chairman and treasurer, unless otherwise determined by ordinary resolution.
- 36. The first Council Members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Council Members shall be appointed as provided subsequently in the Articles.

POWER OF COUNCIL MEMBERS

- 37. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council Members who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council Members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council Members by the Articles and a meeting of Council Members at which a quorum is present may exercise all the powers exercisable by the Council Members.
- 38. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Council Members shall have the following powers, namely:
 - (i) to expend the funds of the Company in such manner as they shall consider

most beneficial for the achievement of the objects of the Company and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investment and to expend the proceeds of any such sale in furtherance of the objects;

- (ii) to enter into contracts on behalf of the Company;
- (iii) to resolve to effect indemnity insurance pursuant to sub-clause (H) of Clause 4 of the Memorandum of Association of the Company, notwithstanding their interest in such a policy; and
- (iv) to undertake such other acts and things as the Council Members shall in their discretion determine in pursuit of the objects of the Company.

39. The Council Members may delegate any of their powers to any committee consisting of one or more Council Members. They may also delegate to any Council Member holding any executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council Members may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered, provided that all acts and proceedings of any committee shall be fully and promptly reported to the Council Members. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Council Members so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

40. At the first annual general meeting of the Company and at each subsequent annual general meeting one-third of the Council Members or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Council Member who is subject to retirement by rotation, he shall retire.
41. Subject to the provisions of the Act, the Council Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
42. If the Company, at the meeting at which a Council Member retires by rotation, does not fill the vacancy the retiring Council Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Council Member is put to the meeting and lost.

43. No person other than a Council Member retiring by rotation shall be appointed or reappointed a Council Member at any general meeting unless:-
- (a) he is recommended by the Council Members; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of Council Members together with notice executed by that person of his willingness to be appointed or reappointed.
44. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Council Member retiring by rotation at the meeting) who is recommended by the Council Members for appointment or reappointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Council Member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of Council Members.
45. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member and may also determine the rotation in which any additional Council Members are to retire.
46. The Council Members may appoint a person who is willing to act to be a Council Member, either to fill a vacancy or as an additional Council Member, provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
47. Subject as aforesaid, a Council Member who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

48. A Council Member shall cease to hold office if he:
- (i) becomes incapable by reasons of mental disorder, illness or injury of managing and administering his own affairs;
 - (ii) resigns his office by notice to the Company (but only if the number of Council Members who will remain in office when the notice of resignation is to take effect is not less than the minimum number set under Article 35); or
 - (iii) is absent without the permission of the Council Members from four consecutive meetings of Council Members or an aggregate of four meetings of the Council Members held within a period of twelve months and the Council Members resolve that his office be vacated.

COUNCIL MEMBERS' EXPENSES

49. The Council Members may be paid all reasonable travelling, hotel and other out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of Council Members or committees of Council Members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

COUNCIL MEMBERS' APPOINTMENTS

50. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Council Members may appoint one or more of their number to the unremunerated office of chairman, vice-chairman, president or treasurer or to any other unremunerated executive office under the Company. Any such appointment may be terminated by the Council Members at any time and may be made upon such other terms as the Council Members determine. Any appointment of a Council Member to an executive office shall terminate if he ceases to be a Council Member.
51. Except to the extent permitted by Clause 5 of the memorandum, no Council Member shall take or hold any interest in property belonging to the Company or receive remuneration or be interested (otherwise than in his capacity as a Council Member) in any other contract to which the Company is a party.

PROCEEDINGS OF COUNCIL MEMBERS

52. Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit. A Council Member may, and the Secretary at the request of a Council Member shall, call a meeting of the Council Members. It

shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

53. The quorum for the transaction of the business of the Council Members may be fixed by the Council Members and unless so fixed at any other number shall be four.
54. The Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
55. Unless he is unwilling to do so, the chairman appointed under Article 50 shall preside at every meeting of Council Members at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.
56. All acts done by a meeting of Council Members, or of a committee of Council Members, or by any person acting as a Council Member shall, notwithstanding that it is discovered afterwards that there was a defect in the appointment of any Council Member or that of any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
57. A resolution in writing, signed by all the Council Members entitled to receive notice of a meeting of Council Members or of a committee of Council Members, shall be as valid and effective as if it had been passed at a meeting of Council Members or (as the case may be) a committee of Council Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Council Members.
58. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Council Members and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by either the treasurer or the chairman for amounts not exceeding £400 and for amounts exceeding this sum by two of the following namely the treasurer, chairman or other Council Member who is an authorised signatory on the bank mandate for the account in question.

THE TREASURER

59. The treasurer, if one has been appointed under Article 50 shall keep a record of all income and expenditure and shall prepare a statement of account for audit by whoever is approved by the annual general meeting for this purpose.

THE COMPANY SECRETARY

60. Subject to the provisions of the Act, the Secretary shall be appointed by the Council Members for such term, at such remuneration (if not a Council Member) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

MINUTES

61. The Council Members shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Council Members; and
 - (b) of all proceedings at meetings of the Company, of the Council Members, and of committees of Council Members, including the names of the Council Members present at each such meeting.

THE SEAL

62. The Seal, if any, shall only be used by the authority of the Council Members[or of a committee of Council Members authorised by the Council Members]. The Council Members may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the Secretary or by a second Council Member.

ACCOUNTS

63. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

NOTICES

64. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council Members need not be in writing.
65. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United

Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

66. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
67. Proof that an envelope containing a notice was properly addressed, prepaid for first-class postage and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

68. Subject to the provisions of the Act every Council Member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted 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.

RULES

69. The Council Members may from time to time make such rules (including a Code of Practice) or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
 - (i) the admission and classification of members of the Company and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Company in relation to one another, and to the Company's servants;
 - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Council Members

[and committees of the Council Members] in so far as such procedure is not regulated by the Articles; and

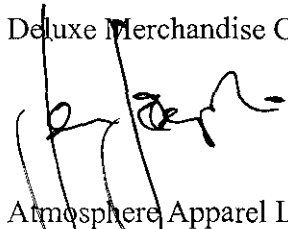
- (v) generally, all such matters as are commonly the subject matter of company rules.
- 70. The Company in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Council Members shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules or bye-laws which shall be binding on all members of the Company, provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.
- 71. The Secretary shall inform all members entitled to vote of any proposed creation, change or repeal in the rules or bye-laws at least fourteen clear days before the meeting at which the change is to be debated.
- 72. Any creation, alteration or repeal of the rules or bye laws will be notified to all members as soon as reasonably practicable but in any event before the next annual general meeting.

WINDING UP

- 73. Subject to the Act, the Company shall only be wound up by no less than a two-thirds majority vote of the members present at a general meeting and eligible to vote which vote must be confirmed at a further general meeting called, not less than twenty-eight days later, by a similar two-thirds majority. After payment of all the Company's debts and liabilities any surplus monies remaining after winding-up shall be applied in accordance with Clause 8 of the Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS:

Deluxe Merchandise Co. Limited



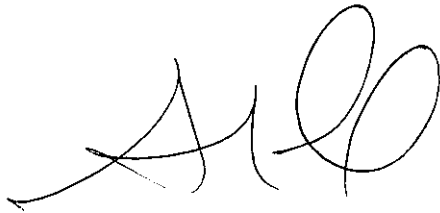
Atmosphere Apparel Limited



Pyramid Posters Limited



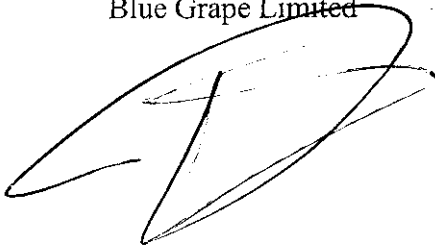
GB Posters Limited



Bravado International Group Limited



Blue Grape Limited



Dated the 2nd day of March 2004

Witnesses to the above Signatures:



PHILIP HERBERT
Hamlin,
Roxbury House
273-287 Regent Street,
London
W1B 2AD