

FILE COPY



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

Company No. 6029084

The Registrar of Companies for England and Wales hereby certifies that
VELOCITY PRODUCTIONS 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 14th December 2006



N06029084G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

6029084

Company Name in full

VELOCITY PRODUCTIONS LIMITED

I, DAVID JOHN BLAIKLEY

of VELOCITY PRODUCTIONS LIMITED

† 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

Declared at 98 THEOBALDS ROAD, LONDON WC1X 8WB

Day Month Year

On 1 4 1 2 2 0 0 6

● Please print name.

before me ● WILLIAM J. DALEY

Signed

Date

14/12/06

† 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.

Tel	
DX number	DX exchange



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

6029084

Company Name in full

VELOCITY PRODUCTIONS LIMITED

Proposed Registered Office

98 THEOBALD'S ROAD

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

LONDON

Postcode

WC1X 8WB

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

1

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.

JACKIE COLLINS

WARNER BROS. ENTERTAINMENT UK LIMITED

Tel 020 7984 6253

DX number

DX exchange



LD1
COMPANIES HOUSE

134
14/12/2006

v 10/03

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

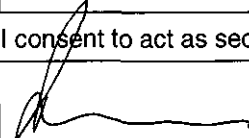
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

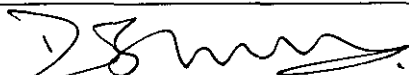
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		VELOCITY PRODUCTIONS LIMITED	
NAME	*Style / Title	MR	*Honours etc
Forename(s)		ANDREW KEITH	
Surname		DOUGLAS	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		48 WOODCOTE ROAD, CAVERSHAM HEIGHTS	
Post town		READING	
County / Region		BERKSHIRE	Postcode RG4 7BB
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature			Date 13/12/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		DAVID JOHN	
Surname		BLAIKLEY	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		18G CROMWELL ROAD	
Post town		TEDDINGTON	
County / Region		MIDDLESEX	Postcode TW11 9EN
Country		ENGLAND	
Date of birth		Day 2 5 0 4 1 9 6 3	Nationality BRITISH
Business occupation		LAWYER	
Other directorships		PLEASE SEE ATTACHED LIST	
I consent to act as director of the company named on page 1			
Consent signature			Date 13/12/2006

^{††} 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.

^{††} 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.

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

VELOCITY PRODUCTIONS LIMITED

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 13/12/2006

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 principal office address

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

2 4 0 5 1 9 5 7

Nationality BRITISH

Business occupation

LAWYER

Other directorships

PLEASE SEE ATTACHED LIST

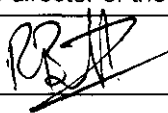
I consent to act as director of the company named on page 1

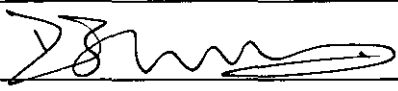
Consent signature

Date 12/12/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	ROY		
	Surname	BUTTON		
	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 ††	OAKLANDS HOUSE		
		OAKLANDS RISE		
	Post town	WELWYN		
	County / Region	HERTS	Postcode	AL6 0RQ
	Country	ENGLAND		
	Date of birth	Day 1 1 0 9 1 9 5 1	Nationality	BRITISH
	Business occupation	FILM PRODUCTION EXECUTIVE		
	Other directorships	PLEASE SEE ATTACHED LIST		
	I consent to act as director of the company named on page 1			
	Consent signature		Date	13/12/2006

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	13/12/2006
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

STEVEN WILLIAM MERTZ: DIRECTORSHIPS

Bridge Productions Limited	# 03839285
British Screen Advisory Council	# 03771572
Cape Road Productions Limited	# 05786050
Castle Rock International (UK) Limited	# 02803508
Deep Blue Productions Limited	# 03475309
Dombey Street Productions Limited	# 5886574
Frightmares Productions Limited	# 03817334
Harry Potter Limited	# 03255495
Lexham Management Company Limited	# 00559776
Lorimar – Telepictures International Limited	# 01477756
Mammoth Productions Limited	# 05674906
National Film and Television School (The)	# 00981908
Sloane Square Films Limited	# 04421716
The Bountiful Company Limited	# 02278326
Time Warner Entertainment Limited	# 02713676
VeeEye Limited	# 05920191
VPH Limited	# 5660126
Warner Bros. Channel Limited	# 03143995
Warner Bros. Consumer Products (UK) Limited	# 02105993
Warner Bros. Entertainment UK Limited	# 00259661
Warner Bros. Feature Animation (UK) Limited	# 03103804
Warner Bros. Investment Limited	# 04611251
Warner Bros. Productions (Boulet) Limited	# 04381388
Warner Bros. Productions Limited	# 01764755
Warner Bros. Theatres (UK) Limited	# 02164313
Warner Home Entertainments Limited	# 02835094
Warner Home Video Limited	# 02835093
Warner Home Video (UK) Limited	# 01907094

ROY BUTTON: DIRECTORSHIPS

Bridge Productions Limited	# 03839285
Cape Road Productions Limited	# 05786050
Deep Blue Productions Limited	# 03475309
Dombey Street Productions Limited	# 5886574
Frightmares Productions Limited	# 03817334
Hobby Films Limited	# 02277948
Red Lion Films Ltd	# 05718724
Rocklock Films Ltd	# 05718692
VeeEye Limited	# 05920191
VPH Limited	# 5660126
Warner Bros. Productions (Boulet) Limited	# 04381388
Warner Bros. Productions Limited	# 01764755

DAVID JOHN BLAIKLEY: DIRECTORSHIPS

Cape Road Productions Limited	# 05786050
Cromwell Road (Teddington) Residents Association Limited	# 04427987
Dombey Street Productions Limited	# 5886574
Mammoth Productions Limited	# 05674906
Red Lion Films Ltd	# 05718724
Rocklock Films Ltd	# 05718692
Skillset Sector Skills Council	# 02576828
VeeEye Limited	# 05920191
VPH Limited	# 05660126
Warner Bros. Productions (Boulet) Limited	# 04381388
Warner Bros. Productions Limited	# 01764755
Warner Bros. UK Services Limited	# 04660932

710409

THE COMPANIES ACTS, 1985 to 1989



COMPANY LIMITED BY SHARES

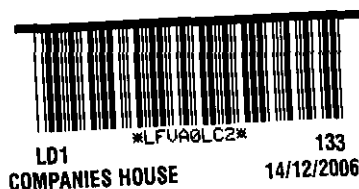
6029084

MEMORANDUM OF ASSOCIATION

- OF -

VELOCITY PRODUCTIONS LIMITED

1. The name of the Company is "VELOCITY PRODUCTIONS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on the business or businesses of producers, distributors, licensors, licensees, manufacturers, performers, printers, proprietors, contractors, exporters, importers, buyers, sellers, hirers, renters, publishers, advertisers, exhibitors, dealers and agents for cinematograph and television films and motion pictures video tapes records cassettes discs and tapes, musical, dramatic, literary, radio and other entertainments, productions and sports and other meetings of every description, and all kinds of photographic instruments, materials and products, agents and contractors for the sale of and distribution of tickets for theatres, concerts, cinemas, sports meetings and other bookings and to contract or make any arrangements whatsoever with any companies, firms or persons and on any terms in regard thereto, and to discount and/or finance any contract or contracts whether such contracts be those of this Company or any other person, firm or corporation upon such terms as the Company consider acceptable; and to carry on the business of club, hotel and restaurant and café proprietors, catering and refreshment contractors, and to carry on, manage, purchase, take on lease, let on lease and/or sell theatres, clubs, music, concert, cinema and any other halls and buildings for use for any of the above purposes, or for exhibitions, shops, offices, residences, dance or amusement halls, and to carry on the business of an employment agency; and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the



world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.

- (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective businesses.
- (c) To carry on business as a general commercial company.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business, so purchased or acquired.
- (f) To apply for, purchase, or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.

- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.
5. The Company's share capital is 100 divided into 100 ordinary shares of £1, with the power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.
6. WE the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of subscribers

Number of shares taken by each subscriber

Warner Bros. Productions Limited
Warner House
98 Theobalds Road
London WC1X 8WB

100

Signed for and on
behalf of

WARNER BROS. PRODUCTIONS LIMITED

Signature:

Name:

Title:

Date:



DAVID JOHN BLAIKLEY

Director

13 December 2006

In the presence of:

Signature:

Name:

Address:

Date:



WILLIAM J. DALEY

Warner House, 98 Theobalds Road
London WC1X 8WB

13 December 2006

COMPANY NUMBER: []

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
VELOCITY PRODUCTIONS LIMITED**

Adopted by Written Resolution passed on []

PRELIMINARY

1. These Articles, together with the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (such table being hereinafter referred to as 'Table A') shall be the regulations of the Company save in so far as the Regulations in Table A are excluded or varied hereby. The following Regulations in Table A shall not apply to the Company: Regulations 8 (lien), 24 (directors' refusal to register share transfers), 33 (fractional entitlements), 38 (notice of general meetings), 40 (quorum at general meetings), 50 (chairman's casting vote at general meetings), 54 (votes of members), 64 (number of directors), 73-80 inclusive (appointment and retirement of directors), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum disentitlement), 99 (secretary) and 112 (notices)
2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3.

The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

4.

- (a) All of the shares of the Company for the time being unissued, including any shares hereafter created shall be under the control of the directors, who are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (such act being hereinafter referred to as "the Act") generally to exercise any power of the Company at any time prior to the date which falls 5 years from the date of the adoption of these Articles to allot any relevant securities (as defined by Section 80 (2) of the Act) up to a maximum nominal amount of the authorised but unissued share capital of the Company or such other amount as may be authorised by the Company in general meeting from time to time.
- (b) The directors shall be entitled under the general authority conferred by Article 4(a) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- (c) Section 89 (1) and Section 90 (1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the Company made pursuant to the authority contained in Articles 4(a) and 4(b) above.

5. The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.

6. Subject to the provisions of Chapter VII in Part V of the Act the Company may:-

- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (b) purchase its own shares (including any redeemable shares).

LIENS AND CALLS

7.

- (a) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name

of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all distributions and other moneys or property attributable to it.

- (b) The liability of any member in default in respect of a call shall include expenses. The following words shall be added at the end of the first sentence of Regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".
- (c) In Regulation 19 of Table A there shall be substituted for the words "all dividends or other moneys payable in respect of the forfeited shares" the words 'all distributions and other moneys or property attributable to it'.
- (d) The directors may, if they think fit, receive from any member all or any part of the sums for the time being uncalled and unpaid on any of his shares.

PROCEEDINGS AT GENERAL MEETINGS

- 8. Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, or by or in accordance with the terms upon which any shares have been issued:
 - (a) on a show of hands every member:
 - (i) who (being an individual) is present in person; or
 - (ii) which (being a corporation) is present by a duly authorised representativeshall have one vote; and
 - (b) on a poll every member:
 - (i) who (being an individual) is present in person or by proxy; or
 - (ii) which (being a corporation) is present by a duly authorised representative or by proxyshall have one vote for every ordinary share of which he is the holder.
- 9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum provided that if the Company has only one member the quorum shall be one member. Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words", and

if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved”.

10. The directors shall be entitled to accept that a resolution in writing to which Regulation 53 of Table A applies has been signed by a member if the directors receive a copy of the resolution from which it appears that the resolution has been signed by that member.

NOTICE OF GENERAL MEETINGS

11. An annual general meeting and an extraordinary general meeting called for the passing of any special resolution shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen 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, by all the members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting, by the requisite majority being a majority in number of the members having a right to attend and vote and together holding not less than:
 - (i) ninety five per cent in nominal value of the shares giving that right; or
 - (ii) whilst an elective resolution passed by the Company pursuant to Section 369(4) of the Act is effective, the relevant majority specified in such resolution or subsequently determined by the Company in general meeting in accordance with such resolution.

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.

A notice convening a general meeting shall in the case of special business specify the general nature of the business to be transacted.

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 and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment and the fixing of the remuneration of the auditors. Subject to the provisions of these Articles and to any restrictions imposed on any shares the notice shall be given to all the members and to the directors and auditors

DIRECTORS

12. Unless and until otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be less than

one nor shall it be subject to any maximum. The quorum for the transaction of the business of the directors shall be two, except where there is only a sole director in office in which case such sole director may act for all purposes and exercise all the powers of the Company. A person who holds office only as an alternate director shall, if he is present but his appointor is not, be counted in the quorum for the transaction of the business of the directors.

13. A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall together have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a corporation, signed by one of its directors or other person duly authorised on its behalf, and shall take effect upon receipt (including by facsimile transmission) at the registered office of the Company.
14. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
15. *The Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.*
16. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.
17. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of seventy or any other age; nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person; and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
18. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
19. The directors may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability incurred by him in respect of any act or omission in the actual or purported discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his holding a relevant office; and for this purpose "relevant office" means that of director, officer, auditor or employee.
20. A director who declares his interest in the manner provided by the Act may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing,

any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.

21. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effective for all purposes as a resolution passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. The directors shall be entitled to accept that a resolution has been signed by a director if:

- a) the directors receive a copy of the resolution from which it appears that the resolution has been signed by the director; or
- b) it has been signed by an alternate director validly appointed by the director;

and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the director.

22.

- a) Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit;
- b) A director may, and the secretary at the request of any director shall, call a meeting of the directors;
- c) Questions arising at a meeting shall be decided by a majority of votes;
- d) A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote;
- e) It shall not be necessary to give notice of meetings to directors who are absent from the United Kingdom;
- f) Directors or, if appropriate, their alternates may participate in or hold a meeting of directors or a committee of directors by means of conference telephone or video conference or similar communications equipment whereby all persons participating in the meeting can hear and address each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) a committee of the directors duly convened and held with such directors physically present. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting;

- g) In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 23. In Regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that Regulation the sentence; "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
- 24. In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".
- 25. In Regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the company".

ASSOCIATE, DIVISIONAL OR REGIONAL DIRECTORS

- 26.
 - a) The directors shall have power from time to time to designate any person or persons in the employment of the Company not being directors as associate directors or divisional directors or regional directors of the Company and also at any time to revoke such designation as regards any person so appointed.
 - b) The designation of a person as an associate director or divisional director or regional director shall not confer upon him the status of a director or entitle him to vote at meetings of the directors or to attend such meetings unless specifically invited to attend; none of the provisions of these Articles or of the Act concerning directors shall apply to an associate director or divisional director or regional director.
 - c) A person designated as an associate director or divisional director or regional director shall not, unless the directors otherwise determine, be entitled to any additional remuneration on that account and the terms of any service agreement between the Company and such a person shall in no way be affected by his designation as an associate director or divisional director or regional director or by the revocation thereof. He shall be entitled to be described as an associate director or divisional director or regional director of the Company only so long as he shall continue to be so designated.

SECRETARY

27. Subject to the provisions of Sections 10 and 286 of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them.

NOTICES

28. The Company shall give notice to each member of the Company either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or, if and so far as permitted by law, by means of an electronic communication in such manner as shall be permitted by law. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and the notices so given shall be sufficient notice to all the joint holders.

INDEMNITY

29. The directors shall have power to purchase and maintain insurance for the benefit of any person who is or was a director, officer or auditor of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company including (but without prejudice to the generality of the foregoing) insurance indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

Signed for and on
behalf of


WARNER BROS. PRODUCTIONS LIMITED

Signature:

Name:

Title:

Date:


DAVID JOHN BLAIKLEY
Director
13 December 2006


In the presence of:

Signature:

Name:

Address:

Date:


WILLIAM J. DALEY
Warner House, 98 Theobalds Road
London WC1X 8WB
13 December 2006