



FILE COPY

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

Company No. 6604408

The Registrar of Companies for England and Wales hereby certifies that

AEG THEMESTAR (UK) LIMITED

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

Given at Companies House on **28th May 2008**



N06604408F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

019575

THE COMPANIES ACT 1985, 1989 and 2006

000635/50

£50
24

COMPANY LIMITED BY SHARES

28 MAY 2008

MEMORANDUM OF ASSOCIATION
OF

AEG THEMESTAR (UK) LIMITED

INCORPORATION

WEDNESDAY



A53UM031

A10

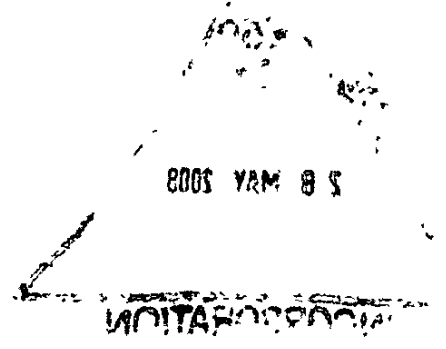
28/05/2008

40

COMPANIES HOUSE

- 1 The name of the Company is "AEG Themestar (UK) Limited"
- 2 The registered office of the Company will be situated in England
- 3 The objects for which the Company is established are those of a general commercial company. These objectives include, but are not limited to the following:
 - a) To carry on all or any of the business of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, good, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, to carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds, and to purchase or otherwise acquire and take over any business or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such business or undertakings as may be thought desirable,
 - b) To carry on any other business of a similar nature or any business which may in the opinion of the directors be conveniently carried on by the Company,
 - c) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and right of any kind and the whole of any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company,
 - d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, preparers, processors, importers, exporters and storers of and dealers in any good and other things,
 - e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership and possession of land and other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers,

1000



2005 YAM 8 S

NOTARIZATION

-
- f) To provide services of all descriptions and to carry on business as advisors, consultants, brokers and agents of any kind,
 - g) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind,
 - h) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provisions,
 - i) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of banking, finance or insurance company, including,
 - i To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debentures stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world,
 - ii To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and
 - iii To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof,
 - j) To acquire, carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company,
 - k) To enter into any arrangement with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same,
 - l) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities,
 - m) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or

commitments of, and the repayment or payment of the principal amounts of and any premiums interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company,

- n) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person,
- o) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise,
- p) To apply for, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trade marks, licenses, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to the Company's business or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in, to use, exercise, develop, manufacture under or grant licenses in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trade marks, licenses, concession, know how, confidential information and the like and information generally and to carry on the business of an inventor, designer or research organisation,
- q) To sell, exchange, mortgage, charge, let or rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) any securities,
- r) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any purpose,
- s) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust,
- t) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England,
- u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions,

annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, who are or have been employed by, or who are serving or have served the Company, or any company which a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained,

- v) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of any to wind up or procure the dissolution of the Company in any state or territory,
- w) To distribute the property of the Company among its creditors and members in specie or kind,
- x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others,
- y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members, and
- z) To do all such other things as in the opinion of the Company are of may be incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that the "company" in this clause, except where used in reference to this Company, shall include any partnership and other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be constructed ejusdem generis where a wider construction is possible, and the objectives specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references or inference from the terms of any other paragraph of the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company

- 4 The liability is limited
- 5 The share capital of the Company is £100 divided into 100 shares of £1 each, and the Company shall have the power to divide the original or any increased capital onto several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions


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

NAMES AND ADDRESS AND
DESCRIPTION OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

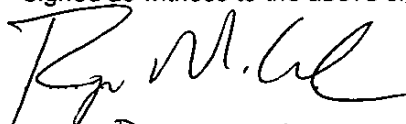
1 Share

AEG Events and Media, LLC
1100 S Flower Street
Suite 3200
Los Angeles
CA 90015


Eric Stevens
President, Events & Media

DATED this 19 day of May 2008

Signed as witness to the above signature


Name Ryan Conlon

Address 5750 Wilshire Blvd
Ste 501
Los Angeles, CA 90036

Occupation Business integration consultant

ARTICLES OF ASSOCIATION

- of -

AEG THEMESTAR (UK) LIMITED

(the "Company")

1 PRELIMINARY

- 1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, SI 1985/805, as amended for private companies limited by shares and as in force at the date of adoption of these Articles ("**Table A**"), apply to the Company, except to the extent that they are excluded or modified by these Articles, and those regulations (so far as applicable) and the following provisions of these Articles together constitute the Articles of Association of the Company
- 1 2 References in these Articles to any Regulation are to the relevant numbered regulation of Table A
- 1 3 Table A shall apply as if the words "these regulations" were deleted (wherever appearing) and replaced by the words "these Articles"
- 1 4 For so long as there is only one member of the Company, references in these Articles to members or which imply the existence of more than one member shall be construed as references to the one member for the time being of the Company
- 1 5 The definitions of "Act", "clear days", "communication", "electronic communication" and "secretary" in Regulation 1 shall not apply
- 1 6 Regulation 1 shall apply as if the final sentence beginning "Unless the context otherwise requires" and ending "binding on the company" were deleted
- 1 7 In these Articles (unless the context requires otherwise)
- 1 7 1 "**Act**" shall mean the Companies Act 1985 to the extent in force from time to time and the Companies Act 2006 to the extent in force from time to time,
- 1 7 2 "**clear days**" shall mean in relation to a period of notice, a period of the specified length excluding the day on which the notice is given and the day for which it is given or on which it is to take effect,
- 1 7 3 "**Companies Act 1985**" shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

174 "Companies Act 2006" shall mean the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force, and

175 "secretary" shall mean the secretary of the Company, if any, or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary, if any

18 In these Articles (if not inconsistent with the subject or context or otherwise defined in these Articles) any words or expressions defined in the Companies Act 1985 or the Companies Act 2006 (in each case as in force on the date of adoption of these Articles, or any part of these Articles, and excluding any statutory modification thereof not in force at the date of adoption of these Articles, or that part) shall bear the same meaning in these Articles or that part (as the case may be)

2 SHARE CAPITAL

21 The authorised share capital of the Company at the date of adoption of these Articles is £100 divided into 100 ordinary shares of £1 each

22 The directors may not exercise any powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) except with the prior consent of the holder(s) of not less than a majority of the voting rights attaching to the issued share capital of the Company

23 Subject to the provisions of these Articles, the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to a maximum aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of adoption of these Articles. The authority conferred on the directors by this Article shall remain in force for an indefinite period unless revoked, varied or renewed by the Company in general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires

3 SHARE CERTIFICATES

Regulation 6 shall apply as if the words "or executed by the Company in the manner expressed by the Act to have the same effect as if executed under the common seal of the Company" were inserted after the word "seal" in the second sentence of that Regulation

4 LIENS, CALLS AND FORFEITURE

Regulations 8 to 11 inclusive and Regulations 17 to 22 inclusive shall not apply

5 TRANSFER OF SHARES

51 Except as required by the Act or otherwise by law, the directors shall not refuse to register (and shall register) the transfer of a share as soon as practicable and in any

event within two months after the date on which the following are lodged at the office or such other place as the directors may appoint

5 1 1 the duly stamped (or exempt) transfer, and

5 1 2 the certificate(s) for the shares to which the transfer relates or an indemnity in lieu of the certificate(s) in a form reasonably satisfactory to the directors

Regulations 24 to 26 shall not apply

6 PROCEEDINGS AT GENERAL MEETINGS

6 1 No business shall be transacted at any general meeting (or at any adjourned general meeting) unless a quorum is present. A quorum shall be any member or members holding shares representing not less than a majority of the voting rights attaching to the issued share capital of the Company, present (in the case of an individual) in person or by proxy or (in the case of a company) by duly authorised representative or by proxy. Regulation 40 shall not apply.

6 2 Regulation 46 shall be amended so that the words "at the meeting" in paragraphs (c) and (d) are deleted and replaced by the words "on the resolution" in both cases.

7 VOTES OF MEMBERS

7 1 Regulation 56 shall be amended

7 1 1 in the first sentence to insert the words "written resolution or at a general meeting on a" before the words "show of hands or on a poll",

7 1 2 in the first sentence, to insert the words "on a show of hands or" before the words "on a poll, vote by proxy",

7 1 3 in the second sentence, to insert the words "in relation to that meeting" before the words "is specified in accordance with the articles".

7 2 Regulations 57 and 59 shall not apply.

7 3 Any appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may

7 3 1 in the case of an appointment in hard copy form be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

7 3 2 in the case of an appointment sent by electronic means where an address has been given by the Company.

7 3 2 1 in the notice calling the meeting, or

7 3 2 2 in any form of proxy sent out by the Company in relation to the meeting, or

7 3 2 3 in any invitation to appoint a proxy issued by the Company in relation to the meeting,

be received at that address (subject to any conditions or limitations specified in the notice) at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

7 3 3 in the case of a poll taken after the date of the meeting or adjourned meeting, be deposited or received as aforesaid at any time before the time appointed for the taking of the poll

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

Any valid appointment of proxy shall, unless stated to the contrary in it, be valid both for the relevant meeting and for any adjournment of that meeting

In this Article 7 3 and Regulation 63, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means

7 4 Regulation 62 shall not apply Regulation 63 shall apply as if the words "contained in an electronic communication" were deleted and replaced by the words "sent by electronic means"

8 NUMBER OF DIRECTORS

Unless and until otherwise determined by ordinary resolution, the number of the directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one Regulation 64 shall not apply

9 ALTERNATE DIRECTORS

9 1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office any alternate appointed by him Regulation 65 shall not apply

9 2 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and committees of directors Regulation 66 shall apply as if the last sentence were deleted

9 3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director Regulation 67 shall not apply

9 4 Regulation 68 shall apply as if the following words were added at the end of that Regulation "and shall take effect when the notice is received or at any later time specified for the purpose in the notice"

9 5 The appointment of an alternate director shall terminate automatically on the happening of any event which, if he were a director, would cause him to vacate his office as a director

9 6 A person may be appointed as the alternate director of more than one director, and in those circumstances that alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director by whom he has been appointed in addition to his own vote (if any) as a director Any such person may be counted more than once for the purpose of determining whether or not a quorum is present

10 **POWERS OF DIRECTORS**

Subject to the provisions of the Act, the directors may appoint a person to the office of managing director or any other executive or salaried office and may enter into an agreement or arrangement with any person in respect of any such appointment or in respect of the provision by a director of any services outside the scope of the ordinary duties of a director only with the prior written consent of the holder(s) of a majority of the voting rights attaching to the issued share capital of the Company both to the appointment and the terms of the agreement or arrangement in question The first and second sentences of Regulation 84 shall not apply

11 **DELEGATION OF DIRECTORS' POWERS**

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such individuals (whether directors or not) as they think fit The first sentence of Regulation 72 shall not apply

12 **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

12 1 The holder(s) of a majority of the voting rights attaching to the issued share capital of the Company and/or the directors may from time to time appoint any person willing to act as a director and remove from office any director, whether appointed under this Article 12 1 or otherwise

12 2 Any appointment or removal of a director pursuant to Article 12 1 shall be made by notice to the Company signed by the shareholder(s) or the directors entitled to appoint or remove that director Any such appointment or removal shall take effect when the notice is received or at any later time specified for the purpose in the notice

12 3 Any director appointed for the time being pursuant to Article 12 1 may make such disclosures in relation to the Company and its subsidiary undertakings to the shareholder(s) appointing him as he thinks appropriate in his sole discretion

12 4 The directors shall not be subject to retirement by rotation, and Regulations 76 to 79 (inclusive) and the last sentence of Regulation 84 shall not apply

12 5 Regulation 81 shall apply as if paragraph (e) were deleted and replaced by the following

"(e) he is removed from office in accordance with Article 12 1"

12 6 A director need not hold any shares in the Company to qualify as a director

13 **DIRECTORS' APPOINTMENTS AND INTERESTS**

Regulation 85 shall apply as if the word "material" were deleted

14 **DIRECTORS' GRATUITIES AND PENSIONS**

14 1 The directors may exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate, and for any member of his family (including a spouse, a former spouse, civil partner or former civil partner), or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such benefit Regulation 87 shall not apply

14 2 The directors may exercise any power conferred by the Act to make provision for the benefit of any employees or former employees of the Company or any of its subsidiary undertakings in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary undertaking

15 **PROCEEDINGS OF DIRECTORS**

15 1 Notice of a meeting of the directors may be given to a director either personally or by word of mouth or in hard copy form or by electronic means, or by any other means authorised by the director concerned

15 2 Every director shall be given notice of a meeting, including any director who is for the time being absent from the United Kingdom A director may waive notice of any meeting either prospectively or retrospectively The third sentence of Regulation 88 shall not apply

15 3 The quorum for the transaction of business of the directors shall be two unless there is a sole director, in which event the sole director shall constitute a quorum The first sentence of Regulation 89 shall not apply

15 4 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and/or be

counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is located.

15.5 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract or transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. If he makes that disclosure, a director shall be entitled to vote in respect of that contract or proposed contract or transaction or arrangement or upon any matter arising from it and his vote (if any) shall be counted and he shall be taken into account in ascertaining whether a quorum is present for the purposes of that meeting. Regulations 94, 95 and 97 shall not apply.

15.6 If any question arises at any meeting of directors or of a committee of directors as to the right of any director to vote, and that question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting). The ruling of the chairman in relation to any director other than himself (or, as the case may be, the ruling of the majority of the other directors in relation to the chairman) shall be final and binding. Regulation 98 shall not apply.

15.7 If and for so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles, in which event the provisions of these Articles shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

16 SECRETARY

16.1 Regulation 99 shall apply as if the following sentence were added at the beginning of that Regulation: "In accordance with the Companies Act 2006, the Company shall not be required to have a secretary, but may choose to have one."

17 AUTHENTICATION

17.1 Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company, any resolutions of the Company or the board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies of, or extracts from, them as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the board or any committee which is certified in accordance with this Article shall be conclusive evidence in favour of a person dealing with the Company upon the faith of that document that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

18 ACCOUNTS

Regulation 109 shall not apply.

19 CAPITALISATION OF PROFITS

Regulation 110(c) shall apply as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions"

20 NOTICES AND COMMUNICATIONS

20 1 Except as otherwise provided in these Articles and subject to Article 20 4, any document or information to be given, sent or supplied under these Articles by the Company shall be given, sent or supplied in any way in which the Company may send or supply documents or information generally to the intended recipient under schedule 5 of the Companies Act 2006 (which may include, without limitation, in hard copy form, in electronic form or by making it available on a website) subject to, and in accordance with, the requirements of that schedule

20 2 Except as otherwise provided in these Articles and subject to Article 20 4, any document or information to be given, sent or supplied under these Articles to the Company shall be given, sent or supplied in any way in which documents or information generally may be sent or supplied by the sender to the Company under schedule 5 of the Companies Act 2006 (where the sender is a body corporate) or schedule 4 of the Companies Act 2006 (in all other cases) subject to, and in accordance with, the requirements of schedule 4 or schedule 5 of the Companies Act 2006, as applicable

20 3 Articles 20 1 and 20 2 shall apply whether the document or information is authorised or required to be sent or supplied by the Companies Acts or otherwise. References in this Article 20 to documents or information being given, sent or supplied by or to the Company include references to documents or information being given, sent or supplied by or to the directors of the Company acting on the Company's behalf

20 4 Articles 20 1 and 20 2 shall apply as if schedules 4 and 5 of the Companies Act 2006 required documents and information sent by post to be sent by prepaid first class post or (in the case of a registered address outside the United Kingdom) by prepaid airmail

20 5 In the case of joint holders of a share, all notices, documents and information shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and any notices, documents and information so given shall be sufficiently given to all the joint holders. 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, documents or information may be given to him, or an address to which notices, documents or information may be sent by electronic means, shall be entitled to have such notices, documents or information given to him at that address

20 6 Proof that an envelope containing a notice, document or information was properly addressed, prepaid first class and posted shall be conclusive evidence that the notice, document or information was given. Proof that a notice, document or information sent by electronic means was sent or given in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice, document or information was sent or given. The board may require authentication of any

document or information given, sent or supplied to the Company in electronic form in such manner as it may determine

20 7 Section 1147 of the Companies Act 2006 shall not apply to documents or information sent by or to the Company for the purposes of the Companies Acts or these Articles

20 8 In this Article 20, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means

20 9 Regulations 111, 112 and 115 shall not apply

20 10 Regulation 116 shall apply as if the words "within the United Kingdom" were deleted

20 11 Nothing in these Articles shall affect any legal requirement that any particular notice or other document be served in any particular manner

21 INDEMNITIES AND FUNDING OF PROCEEDINGS

21 1 Subject to the provisions of and so far as may be consistent with the Act

21 1 1 every director and other officer of the Company shall be indemnified out of the assets of the Company against

21 1 1 1 all liabilities incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than

21 1 1 1 1 any liability incurred to the Company or any of its associated companies, and

21 1 1 1 2 any liability of the kind referred to in sections 234(3) to (6) of the Companies Act 2006, and

21 1 1 2 all other liabilities incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office,

21 1 2 where the Company or any of its associated companies is or was at any time a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), the directors may exercise all the powers of the Company to indemnify any person who is or was at any time a director of that company against all liabilities incurred by him in connection with that company's activities as trustee of the occupational pension scheme, to the fullest extent permitted by law, and

21 1 3 the directors may exercise all the powers of the Company to provide any director of the Company or of its holding company with funds to meet expenditure incurred or to be incurred by him of the kind referred to in sections 205(1)(a) and 206(a) of the Companies Act 2006 and otherwise take any action

to enable any such director to avoid incurring such expenditure, to the fullest extent permitted by law

21 2 Regulation 118 shall not apply

22 INSURANCE

22 1 Without prejudice to Article 21, the directors may exercise all the powers of the Company to purchase and maintain insurance for, or for the benefit of, any person who is or was at any time

22 1 1 a director of any Relevant Company, or

22 1 2 a trustee of any pension fund or retirement, death or disability scheme for the benefit of any employee of any Relevant Company or of any employees' share scheme in which employees of any such Relevant Company are interested,

including (without limitation) insurance against any liability referred to in Article 21 attaching to him in relation to any Relevant Company, or any such pension fund, retirement or other scheme or employees' share scheme

22 2 In this Article 22, "Relevant Company" means the Company or any other undertaking which is or was at any time

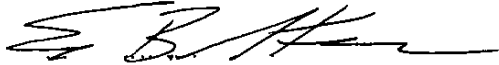
22 2 1 the holding company of the Company, or

22 2 2 a subsidiary of the Company or of such holding company, or

22 2 3 a company in which the Company has an interest (whether direct or indirect)

Name and address of subscriber

AEG Events and Media, LLC
1100 S Flower Street
Suite 3200
Los Angeles
CA 90015



for and on behalf of AEG Events and
Media, LLC

ERIC STEVENS

Dated this 19 day of MAY 2008

Signed as witness to the above signature



Name RYAN CONLON

Address 5750 Wilshire Blvd
Ste 501
Los Angeles, CA 90036

Occupation Integration Consultant



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

AEG Themestar (UK) Limited

I, Luke Peter Flynn

of 25 Canada Square, Canary Wharf, London E14 5LQ

† 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

LP Flynn

Declared at

COQ D'ARGENT, LONDON

Day Month Year

On

23 05 2008

• Please print name

before me •

AMANDA BAILEY

Signed

A Bailey

Date

23/05/08

† 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.

C Kangis, AEG Live (UK) Limited

25 Canada Square, Canary Wharf, London

E14 5LQ

Tel 020 7536 2600

DX number

DX exchange

Companies House receipt date barcode

*This form has been provided free of charge
by Companies House*

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



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

AEG Themestar (UK) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

25 Canada Square

Canary Wharf

Post town London

County / Region

Postcode E14 5LQ

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

2

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

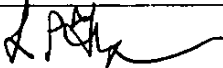
C. KANGIS , AEG LIVE (UK) LIMITED,
25 CANADA SQUARE , CANARY WHARF, LONDON,
E14 5LQ Tel 020 7536 2600
DX number DX exchange

Companies House receipt date barcode
This form has been provided free of charge
by Companies House

v 10/03

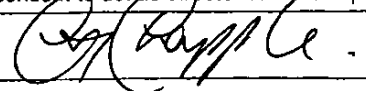
When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		AEG Themester (UK) Limited		
NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	Luke Peter		
	Surname	Flynn		
	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 ††	15 Gordons Way		
	Post town	Oxted		
	County / Region	Surrey	Postcode	RH8 0LN
	Country	United Kingdom		
	I consent to act as secretary of the company named on page 1			
	Consent signature		Date 22 Apr. 2008	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	
	Forename(s)	Colin Michael		
	Surname	Chapple		
	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 ††	28 Middle Road		
	Post town	Aylesbury		
	County / Region	Buckinghamshire	Postcode	HP21 7AD
	Country			
	Date of birth	Day 2 8 Month 1 1 Year 1 9 6 6	Nationality British	
	Business occupation	Finance Director		
	Other directorships	See attached		
	I consent to act as director of the company named on page 1			
	Consent signature		Date 22/APR/2008	

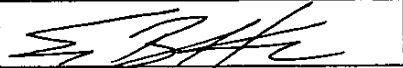
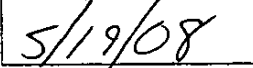

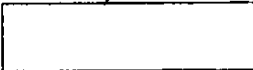

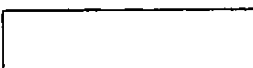
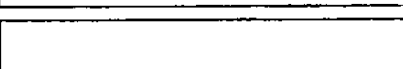
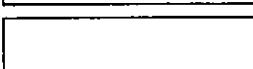
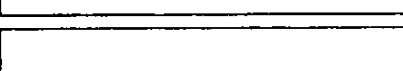
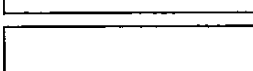
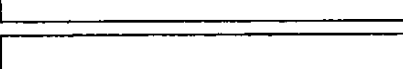
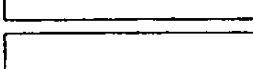
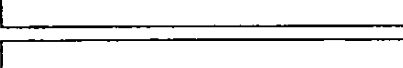
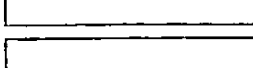
Please list directors in alphabetical order

* Voluntary details

ff 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.

NAME	*Style / Title	Ms	*Honours etc	
	Forename(s)	Jessica Lonen		
	Surname	Koravos		
	Previous forename(s)			
	Previous surname(s)			
	Address ^{††}	1 New Atlas Wharf		
		3 Arnhem Place		
	Post town	London		
	County / Region		Postcode	E14 3SS
	Country			
	Date of birth	Day 3 1	Month 0 1	Year 1 9 7 1
	Nationality	American		
	Business occupation	Managing Director		
	Other directorships	See attached		
		I consent to act as director of the company named on page 1		
	Consent signature	[Signature]		Date 22/04/08

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	

Colin Michael Chapple – Company Directorships

Appointed	03/03/2006	05729625	ANSCO EXHIBITION LTD
Appointed	03/03/2006	05729603	ANSCO MUSIC CLUB LTD
Appointed	17/03/2006	05452230	AEG LIVE (UK) LTD
Appointed	06/10/2006	05947889	AEG PROMOTIONS (UK) LIMITED
Appointed	09/01/2007	05873508	MY BROTHER PROMOTIONS LTD
Appointed	20/09/2007	06363203	AEG PROMOTIONS (UK) 2 LTD
Appointed	28/09/2007	06039245	THUNDERROAD PROMOTIONS LTD

Jessica Lorien Koravos – Company Directorships

Appointed 01/08/2005	05524341	CLAPHAM PRODUCTIONS LIMITED
Appointed 31/08/2006	05452230	AEG LIVE (UK) LTD
Appointed 31/08/2006	03469870	ANSCHUTZ SPORTS HOLDINGS LTD
Appointed 31/08/2006	04350252	ANSCO ARENA LIMITED
Appointed 31/08/2006	05729625	ANSCO EXHIBITION LTD
Appointed 31/08/2006	04190729	ANSCO MANAGEMENT LIMITED
Appointed 31/08/2006	05729603	ANSCO MUSIC CLUB LTD
Appointed 31/08/2006	04191260	ANSCO PIAZZA BUILDING 1 LTD
Appointed 31/08/2006	05143840	ANSCO PIAZZA BUILDING 2 LTD
Appointed 31/08/2006	04350625	ANSCO PIAZZA MANAGEMENT LTD
Appointed 31/08/2006	05702568	ANSCO UK FINANCE CO 2 LTD
Appointed 31/08/2006	05702551	ANSCO UK FINANCE CO LTD
Appointed 31/08/2006	04392460	WATERFRONT GP LIMITED
Appointed 12/09/2006	05932995	AEG SPONSORSHIP LTD
Appointed 06/10/2006	05947889	AEG PROMOTIONS (UK) LIMITED
Appointed 16/10/2006	01276896	MARSHALL ARTS LIMITED
Appointed 15/02/2007	06106395	ANSCO VENUES LTD
Appointed 27/02/2007	06066270	PIPEWORKS PRODUCTIONS LIMITED
Appointed 20/09/2007	06363203	AEG PROMOTIONS (UK) 2 LIMITED
Appointed 01/12/2007	06211627	NEW STREAM MEDIA LIMITED