



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 75177

I hereby certify that

**OHARKLO LIMITED**

having by special resolution and with the approval of the Secretary of State  
changed its name, is now incorporated under the name of

**SALTIRE PRODUCTIONS LIMITED**

Given under my hand at Edinburgh the 4 February 1982

*D.S.D. Rutherford*

*Registrar of Companies*

SPECIAL RESOLUTION

of

OHARKLO LIMITED

Passed on 23rd December 1981

At an Extraordinary General Meeting of OHARKLO LIMITED duly convened and held at 1 Plythwood Square, Glasgow on the Twenty third day of December, 1981 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

THAT:-

(a) the name of the Company be changed to SALTIRE PRODUCTIONS LIMITED.

(b) Clause 3 of the Memorandum of Association of the Company be amended by deleting paragraph (a) thereof and substituting therefor the following paragraph:-

"(a) (i) To carry on alone and/or in partnership any of the businesses listed hereafter in this Clause 3 and to that or any other purpose and whether alone or in partnership with others to do anything authorised by this Memorandum of Association.

(ii) To carry on in any part of the world the business of making investments by way of the provision of finance for the pre-production or production of television and cinematograph films and the business of buying, selling, dealing in, making, producing, distributing, renting, letting on hire and otherwise exploiting television and cinematograph films and motion pictures and film subjects of all kinds, and any other business in any way directly or indirectly related to the production, distribution or exploitation of films of any kind, and to act as agents for the finance, purchase, sale, hiring and exploitation thereof, and generally to finance, buy, hire, sell, let on hire, produce, or otherwise deal in television and cinematograph and other films.

(iii) /

(iii) To carry on in any part of the world business as financiers, financial agents, commercial agents and advisers, to undertake and carry on and execute all kinds of financial and commercial operations, to deposit the moneys of the Company with any company or person, to advance and borrow money, negotiate loans and lend money for any purpose or object with or without security.

(iv) To employ persons to write, compose, adapt or arrange plays, cinematograph and moving picture plays, sketches, songs, music, dances and any other theatrical, musical or variety compositions, and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, musical compositions, cinematograph and moving picture plays, scenarios, programmes, series and other musical and dramatic performances and entertainments, or for the representation thereof in any part of the world.

(v) To acquire and dispose of copyrights, rights of representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song, composition (musical or otherwise), picture, drawing, work of art, photograph, cinematograph, television or other film or motion picture, and to print, publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish, and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit, and to grant licences or rights in respect of any property of the Company to any other person or company.

(vi) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business, property or liabilities of any other person or company) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company. "

- (c) the regulations contained in the document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all of the existing Articles of Association of the Company.

*A. D. Siman*  
Director



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 75177

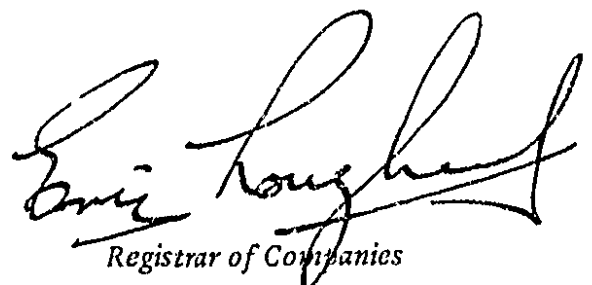
I hereby certify that

SALTIRE PRODUCTIONS LIMITED

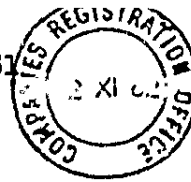
having by special resolution changed its name, is now incorporated under the name of

CLYDE CABLEVISION LIMITED

Given under my hand at Edinburgh the 15 November 1982

  
Registrar of Companies

THE COMPANIES ACTS 1948 to 1981



COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SALTIRE PRODUCTIONS LIMITED ✓

Passed on 29th October, 1982

At an Extraordinary General Meeting of Saltire Productions Limited duly convened and held at 1 Blythswood Square, Glasgow on Friday the Twenty ninth day of October Nineteen hundred and eighty two the following resolutions were duly passed:-

As an Ordinary Resolution:-

1. THAT each of the existing Ordinary Shares of £1 each in the capital of the Company be subdivided into four Ordinary Shares of 25p each

As a Special Resolution

2. (a) THAT the authorised capital of the Company be increased from £15,000 to £200,000 by the creation of 740,000 Ordinary Shares of 25p each which shall be issued to such persons on such terms and conditions and at such time or times during the period of five years following the date of passing of this Resolution as the Directors shall determine.
- (b) THAT the name of the Company be changed to CLYDE CABLEVISION LIMITED
- (c) THAT Clause 3 of the Memorandum of Association of the Company be altered by deleting paragraph (a) thereof and substituting therefor the paragraph set out as paragraph (a) in the document produced to the Meeting and for the purpose of identification signed by the Chairman thereof as relative to this part of this Resolution.

New Main Objects for CLYDE CABLEVISION LIMITED

- 1) (i) To carry out research into, to investigate, appraise and study and to compile, publish, distribute and otherwise market research data on the transmission, reception, supply or broadcasting of television signals, images, messages, or programmes within Scotland or elsewhere for the purpose of entertainment, education, advertisement or otherwise
- (ii) To own, operate, construct, establish, equip, provide or arrange for the provision of wireless signal and television stations, telephone exchanges and other stations, works and apparatus for the reception, transmission, conveyance, relaying, diffusion or reproduction, through the agency of electric, electro-magnetic, electro-chemical or electro-mechanical or optical energy or by other means of images, messages, broadcast programmes or other forms of entertainment, information or instruction (whether in audible or visible form) or of signals serving for the impartation (whether as between persons and persons, things and things or persons and things) of any matter or for the activation or control of machinery or apparatus, to provide or arrange for the provision of services by means of or in any way relating to such stations, works and apparatus, to hold and exercise licences or other authorities for such stations, works, apparatus and services (including but not limited to any licence under the Post Office Act 1969 or any statutory re-enactment or modification thereof) and to promote, control, manage or co-ordinate the activities of companies owning, operating or providing or intended to own, operate or provide any such stations, works, apparatus or services.
- (iii) To own, occupy and manage television and broadcasting studios and to produce, promote, organize, perform and provide by means of broadcasting or otherwise and whether in audible or visible form or both entertainments, amusements and programmes of every kind and whether of an educational, scientific or cultural nature or otherwise and whether with or without advertisements and including programmes sponsored by advertisers and others.
- (iv) To carry on in any part of the world the business of making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinema and television films and motion pictures of all types and to act as agents for the purchase, sale, hiring and exploitation thereof, and generally to finance by hire, sell, let on hire, produce, or otherwise deal in television and cinematograph and other films.

(v)/

G. D. Stewart

- .v) To carry on in any part of the world business as financiers, financial agents, commercial agents and advisers, to undertake and carry on and execute all kinds of financial and commercial operations, to deposit the moneys of the Company with any company or person, to advance and borrow money, negotiate loans and lend money for any purpose or object with or without security.
- (vi) To employ persons to write, compose, adapt or arrange plays, cinematograph and moving picture plays, sketches, songs, music, dances and any other theatrical, musical or variety compositions, and to enter into agreements with authors, composers and lyric writers or other persons for the dramatic or other rights of operas, stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes, spectacular pieces, musical compositions, cinematograph and moving picture plays, scenarios, programmes, series and other musical and dramatic performances and entertainments, or for the representation thereof in any part of the world.
- (vii) To acquire and dispose of copyrights, rights of representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song, composition (musical or otherwise), picture, drawing, work of art, photograph, cinematograph, television or other film or motion picture, and to print, publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish, and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit, and to grant licences or rights in respect of any property of the Company to any other person or company.
- (viii) To carry on all or any of the businesses of manufacturing, generating, producing, storing, accumulating, transmitting, distributing and supplying information, light, heat, sound and power by electricity, galvanism, magnetism or otherwise, and of suppliers of electricity whether for the purpose of light, heat, motive power, telephonic or telegraphic, industrial or other purposes.
- (ix) To carry on all or any of the businesses of designers, manufacturers, fitters, owners, merchants and suppliers on hire or hire-purchase of, and dealers in, and advisers on every kind of electronic and electrical equipment, appliances, accessories, stores and supplies, including (but not limited to) those required for television, radar, radio, gramophone, telephone, computer and systems analysis purposes and/

*B. D. Sharma*

3.

and including gramophone records and tape and other recordings,  
and of electrical, mechanical, chemical and general engineers,  
electricians, founders, metallurgists, smiths, machinists,  
metal works, wood workers, painters, glaziers, engineers, contractors  
and repairers.

*A. D. Stewart*