

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
(as altered 3rd September 1990)

and

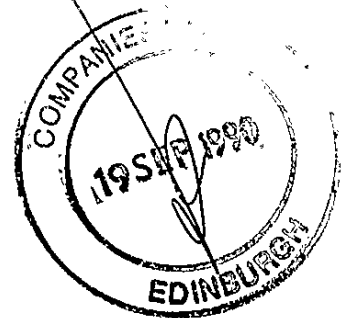
ARTICLES of ASSOCIATION
(as adopted 3rd September 1990)

of

CABLE NORTH (FORTH DISTRICT) LIMITED

Incorporated 22nd January 1990

MACROBERTS,
Solicitors,
Glasgow.
LSS/JHG/SC/CA104001
[CPYC:CABL43.MEM]



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

CABLE NORTH (FORTH DISTRICT) LIMITED

(By Special Resolution dated 2nd August 1990
the name of the Company was changed from
Luven Limited to Cable North (Forth District) Limited)

- I. The Company's name is "CABLE NORTH (FORTH DISTRICT) LIMITED".
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are:-
 - (1) (a) To carry on directly or indirectly, whether by itself or with or through any subsidiary, associated or allied company or any other person, in all or any of their branches all or any of the trades or businesses of industrial, business, personnel, market research and management consultants and advisers in relation to the transmission or reception, supply or broadcasting of television signals, images, messages or programmes within Scotland or elsewhere for the purpose of entertainment, education, advertisement or otherwise, the management of television or broadcasting studios, the production, promotion, organisation, performance and provision 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 any educational, scientific, cultural or advertising nature or otherwise, and the making, producing, exhibiting, distributing, renting, letting on hire and otherwise exploiting cinema and television films and motion pictures of all types.

- (b) 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.
- (c) To act as agents for the purchase, sale, hiring and exploitation of cinema and television films and motion pictures of all types, and to finance, hire, sale, let on hire, produce or otherwise deal in television and cinematograph and other films.
- (d) 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.

- (e) To acquire and dispose of copyrights, rights of representation, licences and any other rights or interests 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.

1004

(f) 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.

(g) 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 including gramophone records and tape and other recordings, and of electrical, mechanical, chemical and general engineers, electricians, founders, metallurgists, smiths, machinists, metal workers, wood workers, painters, glaziers, engineers, contractors and repairers and to carry on any other trade or business or profession which may seem to the Company capable of being conveniently

carried on in connection with the above or calculated directly or indirectly to benefit or to enhance the value of or render profitable any of the property or rights of the Company or any subsidiary, associated or allied company or person.

- (2) To carry on any other businesses which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the above or are calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's property or rights.
- (3) To acquire, erect, construct, lay down, enlarge, alter, maintain, improve and from time to time renew, any docks, harbours, wharves, quays, railways, aerodromes, houses or other buildings, machinery, plant, roads and other works necessary or convenient for carrying on said trades and businesses and the purposes of the Company generally.
- (4) To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, privileges, concessions and licences, secret processes, trade marks, trade names, brands and copyrights and the like which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, prolong and grant licences of the same.

- (5) To apply for or concur with others in applying for any Provisional Order, Act of Parliament, Licence of the Department of Trade and Industry or other authority for enabling the Company to carry out all or any of its objects or for any other purpose which may seem expedient, to subscribe to the expense of obtaining the same, and to oppose or subscribe to the expense of opposing any Provisional Order, Bill or any proceedings in Parliament or elsewhere which may seem directly or indirectly to affect prejudicially the Company's interests.
- (6) To purchase or otherwise acquire the whole or any part of the undertaking, property or assets of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company, and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such company or person.
- (7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares, stocks, debentures, debenture stocks or other securities, whether fully or partly paid up, of the Company, or partly in one mode and partly in another and generally on such terms as may be agreed upon.

- (8) To amalgamate or enter into partnership, or into any arrangement for sharing profits, co-operation, union of interest, reciprocal concession, joint adventure, mutual interest, or assistance or otherwise with any company or person carrying on any business or having any objects similar to or kindred with any of the businesses or objects of the Company and that in such manner and on such terms and conditions as may be found expedient.
- (9) To subscribe for, take, or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of, or other interests in, any company having any objects similar to or kindred with any of the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (10) Whether with or without the Company receiving any consideration to guarantee and give security for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under securities or obligations of any company which is for the time being the Company's holding company or a subsidiary of the Company's holding company or any other company which may be promoted or established by the Company either alone or in conjunction with others or which may purchase or take over the whole or any part of the undertaking of the Company

and to guarantee and give security for the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.

- (11) To lend and advance money or give credit to any company or person and in particular to customers and others having dealings with the Company and on such terms as may be thought fit and to guarantee and give security for the payment of any moneys or the performance of any contracts, liabilities or obligations of any company or person and to become liable or responsible for money and undertake obligations of every kind and description all upon such terms as may from time to time be considered desirable in the interests of the Company.
- (12) To borrow or raise money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking, property or assets of the Company or any part thereof, including its uncalled capital, and also by a similar mortgage, charge or lien to secure any debt, liability or obligation of any holding or subsidiary company of the Company or of any other company or of any person.

- (13) To receive money on deposit or temporary loan upon such terms as may be thought fit.
- (14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, charter parties, bills of lading, and other negotiable or transferable documents.
- (15) To invest, or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (16) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.
- (17) To establish or promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem calculated to advance directly or indirectly the objects or interests of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire shares, stock, debentures, debenture stock or other securities of any such company.
- (18) To give or award pensions, annuities, gratuities, superannuation or other allowances or benefits, to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is the holding company of, or a subsidiary

company of, or allied or associated with, the Company or any such holding company or subsidiary company, and to the wives, widows, children and other relatives and dependants of any such persons; to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them; to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its officers or employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees; and to subscribe or guarantee money for any exhibition or for any public, general or useful object.

- (19) To sell, feu, lease, exchange, mortgage or otherwise deal with or dispose of the whole or any part of the undertaking, property or assets of the Company, or any right over or interest in the same, for such consideration, and in such manner and upon such terms and subject to such conditions, as the Company may think fit, and in particular for shares, stocks, debentures,

debenture stocks or other securities, whether fully or partly paid up, of any other company.

- (20) To distribute any of the property of the Company among the Members in specie or kind.
- (21) To remunerate any company or person for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, stock, debentures, debenture stock or other securities of the Company or of any company promoted by the Company.
- (22) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (23) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa and the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each of the foregoing paragraphs of this Clause shall be regarded as independent objects and, accordingly, shall, except where otherwise

expressed in such paragraphs, be in no wise limited or restricted by reference to or inference from any other paragraph.

IV. The liability of the Members is limited.

V. The Company's Share Capital is £20,000 divided into 20,000 shares of £1 each.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association, and we agree to take the number of shares set opposite our respective names.

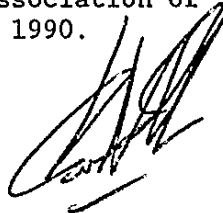
Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
David Flint Solicitor 152 Bath Street Glasgow G2 4TB	One
Ian Dickson Solicitor 152 Bath Street Glasgow G2 4TB	One

Dated the 11th day of January 1990.

WITNESS to the above Signatures:

Norman MacLean Martin
Solicitor
152 Bath Street
Glasgow G2 4TB.

What is contained on this and the preceding eleven pages is a print of the Memorandum of Association of the Company as altered by Resolution dated 3rd September 1990.



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CABLE NORTH (FORTH DISTRICT) LIMITED

PRELIMINARY

1. Subject to the provisions hereinafter contained, 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 (hereinafter called "Table A") so far as not excluded, altered or modified by or inconsistent with the following Articles shall apply to the Company and be deemed to be incorporated herein.
2. The Company is a private Company as defined by Section 1 of the Act and accordingly any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company or any allotment of or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public shall be prohibited.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is £20,000 divided into 20,000 Shares of £1 each.
4. The Directors are authorised generally for the purpose of Section 80 of the Act to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the other provisions of the Articles:-
 - (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being and from time to time while this authority is in force; and
 - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
5. Section 89(1) of the Act shall not apply to any allotment of shares in the Company made in accordance with the authority given under Article 4.

6. Subject to the provisions of the Act and the Articles, the Directors may issue shares which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder.

7. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, provided it remains a private company, the Company may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares.

VOTES OF MEMBERS

8. At a General Meeting of the Company every person present, whether as an individual member of the Company or as a duly authorised representative of a corporate member of the Company or as a proxy for a member of the Company, shall have one vote on a show of hands and upon a poll every member present, whether in person or by a duly authorised representative or by proxy, shall have one vote for each £1 nominal paid up or credited as paid up on all the shares of whatever class in the capital of the Company of which he is the holder.

RESOLUTIONS OF MEMBERS

9. Subject to the provisions of the Act a resolution in writing signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a General Meeting of the Company shall be as effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held

and may consist of several documents in the like form each signed by or on behalf of one or more members.

DIRECTORS

10. Unless otherwise determined by Ordinary Resolution the number of the Directors of the Company (other than alternate directors) shall be not less than two and shall not be subject to any maximum. The quorum for the transaction of the business of the Directors shall be two. A person who holds office only as an alternate Director shall, if his appointer is not present, be counted in the quorum.

11. Any person of 18 years of age or greater age without limitation may be appointed a Director of the Company and no Director of the Company shall be required to vacate office at any time by reason of his age.

12. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

13. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

14. A Director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company, but may be counted in the quorum for any such meeting.

TABLE A AMENDMENTS

15. Regulations 3, 24, 35, 53, 54, 64, 73 to 75 inclusive, 80, 87 and 94 to 96 inclusive of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 42 so that the words "the directors present" shall be held to be delete and the words "the persons present, each being a member or a proxy for a member or a duly authorised representative of a corporate member of the Company" shall be inserted in lieu thereof;

Regulation 46 so that paragraphs (a) to (d) inclusive shall be held to be delete and the words "by the chairman or by any person present entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation member of the Company" shall be inserted in lieu thereof;

Regulation 50 so that the words "not" shall be inserted between "shall" and "be";

Regulation 66 so that the words "(subject to his giving the Company an address within the United Kingdom at which notice may

be served upon him)" shall be inserted between the words "shall," and "be";

Regulation 76 so that the words "other than a director retiring by rotation" shall be held to be delete and the words "reappointed" and "reappointment" shall be held to be delete each time they appear;

Regulation 77 so that the words "(other than a director retiring by rotation at the meeting)" shall be held to be delete, the words "or reappointment" shall be held to be delete both times they appear and the words "or reappointed" shall be held to be delete;

Regulation 79 so that the second and third sentences thereof shall be held to be delete;

Regulation 82 so that the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 so that the words "Unless the contrary shall be provided in the terms of his appointment" shall be added to the beginning of the third sentence thereof;

Regulation 88 so that the word "not" shall be inserted between "shall" and "be" where they appear in the last sentence thereof.

Regulation 115 so that the figure "48" shall be held to be delete and the figure "24" inserted in lieu thereof.

Unless otherwise required by the context of the Articles and Table A, in so far as not excluded and as modified in terms of this Article,

words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

Names and Addresses of Subscribers

David Flint
Solicitor
152 Bath Street
Glasgow G2 4TB

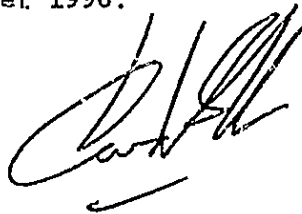
Ian Dickson
Solicitor
152 Bath Street
Glasgow G2 4TB

Dated the 11th day of January 1990

WITNESS to the above signatures:

Norman MacLean Martin
Solicitor
152 Bath Street
Glasgow G2 4TB

What is contained on this and the preceding six pages is a print of the Articles of Association of the Company as adopted by Resolution of All the Members dated 3rd September 1990.

A handwritten signature in black ink, appearing to be 'C. H. H.', is written over the printed text of the witness's name and address.