

Company No. 1306335

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

VIDEOLOGIC LIMITED

1. \*The name of the Company is "VIDEOLOGIC 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 all or any of the businesses of electronic and electrical engineers and contractors, manufacturers, designers, fitters, installers, maintainers, repairers, importers, exporters and distributors of, agents for, and dealers in electronic and electrical goods, equipment, devices, appliances, accessories and supplies of every description, cable jointers, heating, lighting, radio, television, telephone, telecommunication, mechanical and general engineers; inventors, constructors, installers and maintainers of systems for heating and lighting and the supply of power, telecommunication, radio, sound recording, television and telephone reception and transmission, government surplus contractors and dealers, manufacturers, fitters, maintainers, repairers and merchants of, agents for, and dealers in household and domestic appliances, equipment, utensils, furniture, fittings, hardware and ironmongery of all kinds; general builders and contractors, property repairers and developers, builders' merchants, plant hire specialists, painters and decorators, carpenters, glaziers, shop and office fitters, estate agents, hire purchase financiers and agents, mortgage and insurance brokers, fuel merchants, haulage and transport contractors, commission and general agents, factors, brokers and warehousemen; and to manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery, tools, articles, and things of all kinds capable of being used for the purpose of the above-mentioned businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

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\* The name of the Company was changed on 15th August 1977 from "GAVELICAR LIMITED" to "VIDEO LOGIC LIMITED" and on 1st November 1989 to "VIDEOLOGIC LIMITED".

- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock, or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agents or brokers and as trustees for any person, firm or company, and

to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.
- (q) 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 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 to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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 of 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 or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. \*The Share Capital of the Company is £100 divided into 100 shares of £1 each.

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\* By an Ordinary Resolution passed on 28th September 1988 and by an Ordinary Resolution and a Special Resolution each passed on 31st March 1993, the authorised share capital has been increased to £4,100,000 divided into 100,000 ordinary shares of £1 each and 4,000,000 cumulative redeemable preference shares of £1 each.

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.

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Names, addresses and descriptions of Subscribers	Number of Shares taken By Each Subscriber
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Michael Richard Counsell  
15 Pembroke Road  
Bristol BS99 7DX  
Commerical Manager

One

Michael Kodola  
15 Pembroke Road  
Bristol BS99 7DX  
Commercial Manager

One

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Dated this 11th day of March 1977

Witness to the above signatures:-

Dawn Bennett  
15 Pembroke Road  
Bristol BS99 7DX

Company No. 1306335

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VIDEOLOGIC LIMITED

(Amended by Special Resolution passed on 31st March 1993)

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The First Secretary of the Company shall be Patricia Parry.

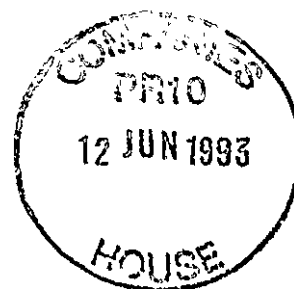
PREFERENCE SHARE RIGHTS

3. The Preference Shares shall carry and be subject to the following rights privileges and restrictions namely:

3.1 Dividends

The profits of the Company which it shall from time to time resolve to distribute in respect of any year or other period shall be applied firstly in paying to the holders of the Preference Shares a fixed cumulative Preferential Dividend (excluding the amount of any associated tax credit) at the rate of 5 per centum per annum on the amount of the paid up nominal capital such dividend to accrue on a daily basis and to be paid in arrears on 15th April in each year (and any amount not so paid shall be carried forward and subject to the provisions of the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the "Act") be payable in priority to any Preferential Dividend payable on any later date) and secondly in paying to the holders of Ordinary Shares the balance of any surplus for division among such holders according to the amounts paid up on those shares (including any premium) PROVIDED THAT no dividend shall be paid to the holders of Ordinary Shares so long as there are any arrears of cumulative dividend payable to the holders of the Preference Shares

3.2 Capital



On a winding-up or other return of capital (but not on a conversion redemption or purchase by the Company of its own shares) the assets of the Company available for distribution amongst its members shall be applied, in priority to any payment to the holders of any other class of shares of the Company, in paying to the Preference Shareholders

- 3.2.1 firstly, the nominal amounts paid up on the Preference Shares
- 3.2.2 secondly, a sum equal to any arrears of the Preference Share dividend and
- 3.2.3 thirdly, a sum equal to any accrual of Preference Share dividend whether or not that dividend has been declared or paid

but save as otherwise provided in these Articles, the Preference Shares shall not confer any further or other right of participation in the profits or assets of the Company.

### 3.3 Voting and Attendance at General Meetings

- 3.3.1 The holders of the Preference Shares shall be entitled to receive notice of and to attend and vote (either in person or by proxy) at a separate class Meeting of the holders of such Shares
- 3.3.2 The holders of the Preference Shares shall not be entitled to receive notice of attend or vote upon any resolution at any General Meeting of the Company other than a general meeting convened to consider a resolution for winding-up the Company or reducing its share capital or a resolution varying, modifying, altering or abrogating any of the rights, privileges, limitations or restrictions attached to the Preference Shares where the holders shall have the right to receive notice, attend and vote upon such resolution only or unless at the date of the notice convening the General Meeting (i) more than three months shall have elapsed since the due date for payment of a dividend on the Preference Shares without payment of that dividend having been made in full or (ii) the Company shall have failed to make any payment of the monies due on a redemption of the Preference Shares (but subject always to the provisions of Article 3.3.4).
- 3.3.3 The issue of further shares of any class in the capital of the Company (other than an issue of Ordinary Shares ranking pari passu with the existing Ordinary Shares) shall be deemed to be a variation of the rights attached to the Preference Shares
- 3.3.4 Whenever the holders of the Preference Shares are entitled hereunder to vote upon any resolution (whether at a separate class meeting or at a General Meeting of the Company) on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) is present by a representative or proxy shall have one vote and on a poll every holder thereof who is present in person or by proxy shall have one vote in respect of each fully paid Preference Share registered in the name of such holder provided that where holders of

3.3.5

Preference Shares are entitled to vote by reason of any delay in payment or failure to pay any dividend, that entitlement shall lapse with immediate effect on the date when payment of the dividend in question is made. The special rights or privileges for the time being attaching to the Preference Shares may be varied, modified, altered or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued Preference Shares or with the sanction of an extraordinary resolution passed at a separate meeting of the holders thereof at which the necessary quorum shall be the holders of one-third of the Preference Shares for the time being in issue. To every such General Meeting the provisions of these Articles relating in any manner to General Meetings or the proceedings thereat or to the rights of the Members at or in connection therewith shall mutatis mutandis and subject to the provisions of the Act apply.

3.4

#### Redemption of Preference Shares

3.4.1

Every Preference Share in the capital of the Company shall be redeemable in accordance with the provisions of this Article 3.4 at the option either of the Company or of the holder thereof

3.4.2

If the Company or any holder (or in the case of joint holders, the holder whose name stands first in the register of members of the Company in respect of the Shares) of Preference Shares (the "Redeeming Shareholder") wishes to redeem any Preference Shares of the Redeeming Shareholder it shall forthwith give notice in writing to the other (the "Redemption Notice") specifying the number of Preference Shares it wishes to redeem and subject to the provisions of the Act and to payment by the Company of the monies referred to in Article 3.4.3 below such shares shall be redeemed with effect from the seventh day following the date of the Redemption Notice as provided in Article 3.4.3 PROVIDED THAT

3.4.2.1

in the event that the Company is precluded by the provisions of the Act from redeeming any Preference Shares the subject of a Redemption Notice the Company shall forthwith give notice in writing of such fact to the Redeeming Shareholder and

3.4.2.2

in the case of a Redemption Notice served by the Company the Redemption Notice shall to the extent that it relates to any such shares the Company is unable to redeem be null and void and

3.4.2.3

in the case of a Redemption Notice served by a Redeeming Shareholder unless the Redeeming Shareholder shall by notice in writing to the Company withdraw the Redemption Notice the Redemption Notice shall take effect on the date when the Company is next lawfully entitled to redeem the relevant shares

- 3.4.3 Save as provided in Article 3.4.2.2. any Redemption Notice once given shall not be capable of being withdrawn without the prior written consent of the party to whom it is addressed
- 3.4.4 On redemption and subject to receipt by the Company at its registered office from time to time of the relevant share certificate (or an indemnity in a form reasonably satisfactory to the Company), the Redeeming Shareholder shall be entitled to be paid by cheque the nominal value of each Preference Share then redeemed together with the amount of all and any arrears and accruals of dividend thereon whether earned or declared or not down to the date of redemption
- 3.4.5 Upon redemption of any Preference Shares pursuant to this Article 3.4 and subject to the Act the Directors may convert the authorised Preference Share capital created as a consequence of such redemption into shares of any other class of share capital into which the authorised share capital of the Company is or may at that time be divided or a like nominal amount (as nearly as may be) as the shares of such class then in issue
- 3.4.6 The receipt of the registered holder for the time being of any Preference Shares or in the case of joint registered holders the receipt of any of them for the monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof
- 3.4.7 In the case of a redemption of part of the Preference Shares included in a share certificate the Company shall without charge issue a fresh certificate for the balance of the Preference Shares remaining following the redemption.
- 3.4.8 For the avoidance of doubt any dividend payable on the Preference Shares shall cease to accrue as from the date of their redemption unless payment of the redemption monies is refused by the Company otherwise than pursuant to Article 4.4.9
- 3.4.9 If any holder of Preference Shares to be redeemed fails or refuses to deliver the certificate for those shares (or an indemnity in a form reasonably satisfactory to the Company) the Company may retain the redemption monies until delivery up of that certificate or that indemnity and shall within 7 days after receipt of the same pay the redemption monies by cheque to the Redeeming Shareholder.