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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**LOST WAX MEDIA LIMITED**



**Amended by Ordinary Resolutions approved on 27 May 1999, 14 December 1999, 22 December 2000, 23 January 2001 and 28 August 2001 and by Special Resolutions approved on 1 May 1998, 27 May 1999 and 14 December 1999 and 3 March 2000)**

1. The name of the Company is "Lost Wax Media 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 part of the business or businesses as data processing, and as system analysis consultants; to offer to clients a calculating service, data processing, computer analysis and other programming services or otherwise including numerical coding in all its branches using punched cards, paper tape or any other system now known or hereinafter devised; to establish a computer bureau and a collection and delivery service and to carry on market research and surveys in all fields and to undertake, compile, print and distribute questionnaires to any person and to evaluate and correlate this information and to communicate the results to any interested parties; to devise, design, produce and supply systems for data and information retrieval including microfilm, and to buy, sell, hire, hire out, acquire, alter and improve such systems together with all computers, processing equipment, visual display its, office, electronic, telecommunications and allied equipment and to install, maintain, service and repair any of the aforesaid; as a service agency offering accounting, secretarial, financial and any other service whatsoever and as management consultants, employment agents, insurance agents and brokers, travel agents; as graphic designers, printer and publishers, electronic engineers, interior designers, furnishers and as experts in all or any of the above, all as the Company sees fit.
  - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or to otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market

and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company, carrying or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.
- (g) To sell, let, license, develop or to otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, or guarantees by, any other Company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or Companies, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other

Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, other otherwise acquire and hold shares, stocks or other interest in, or obligations of any other Company or corporation.
- (n) To remunerate any person, firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expense of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interest of this Company.
- (q) To make payments towards insurance to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit.
- (s) To distribute any property of the Company in specie among the members.

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

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

4. The liability of the members is limited.
5. The Share Capital of the Company is £705,000 divided into 1,362,830,189 Ordinary Shares of £0.0005 each and 47,169,811 'B' Ordinary Shares of £0.0005 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe \*.

\* The Share Capital of the Company on incorporation was £1,000 divided into 1,000 Ordinary Shares of £1.00 each.

By Special Resolution approved on 1 May 1998 the Authorised Share Capital of the Company was sub-divided into 20,000 Ordinary shares of £0.05 each and by a further Special Resolution approved on 1 May 1998 the Share Capital of the Company was increased to £500,000 divided into 10,000,000 Ordinary Shares of £0.05 each.

By Ordinary Resolution approved on 27 May 1999, the Authorised Share Capital of the Company was increased to £550,000 by the creation of 1,000,000 'B' Ordinary Shares of £0.05 each.

By Ordinary Resolution approved on 14 December 1999, 166,666 unissued Ordinary Shares of £0.05 each were redesignated as 166,666 'C' Ordinary Shares of £0.05 each and 8,778,334 unissued Ordinary Shares of £0.05 each were redesignated as 'A' Ordinary Shares of £0.05 each.

By Special Resolution approved on 14 December 1999, 100,000 issued Ordinary Shares of £0.05 each were converted into 'C' Ordinary Shares of £0.05 each.

By Special Resolution approved on 14 December 1999, 955,000 issued Ordinary Shares of £0.05p each were converted into 'A' Ordinary Shares of £0.05p each.

By Special Resolution approved on 3 March 2000, 250,000 unissued 'A' Ordinary Shares of £0.05 each were converted into 'D' Ordinary Shares of £0.05 each.

By Special Resolution approved on 3 March 2000, the remaining unissued 'A' Ordinary Shares of £0.05 each were converted into unclassified shares of £0.05 each.

By Ordinary Resolution approved on 22 December 2000 the share capital of the Company was increased to £705,000 by the creation of an addition 100,000 'C' Ordinary shares of £0.05 each and 3,000,000 'D' Ordinary shares of £0.05 each.

By Ordinary Resolution approved on 23 January 2001 the 955,000 'A' Ordinary Shares of £0.05 each were sub-divided into 95,500,000 'A' Ordinary shares of £0.0005 each.

By Ordinary Resolution approved on 23 January 2001 the 1,000,000 'B' Ordinary shares of £0.05 each were sub-divided into 100,000,000 'B' Ordinary shares of £0.0005 each.

By Ordinary Resolution approved on 23 January 2001 the 366,666 'C' Ordinary shares of £0.05 each were sub-divided into 36,666,600 'C' Ordinary shares of £0.0005 each.

By Ordinary Resolution approved on 23 January 2001 the 3,250,000 'D' Ordinary shares of £0.05 each were sub-divided into 325,000,000 'D' Ordinary shares of £0.0005 each.

By Ordinary Resolution approved on 23 January 2001 the 852,833,400 unclassified shares of £0.05 each were sub-divided into 100,000,000 Unclassified shares of £0.0005 each.

By Ordinary Resolution approved on 28 August 2001 the 95,500,000 A Shares of £0.0005 each, 100,000,000 'B' Shares of £0.0005 each, 36,666,600 'C' Shares of £0.0005 each and 325,000,000 'D' Shares of £0.0005 each were consolidated and re-designated as 557,166,600 Ordinary Shares of £0.0005 each.

By Ordinary Resolution approved on 28 August 2001 47,169,811 of the 852,833,400 Unclassified Shares of £0.0005 each were re-designated as 47,169,811 B ordinary Shares of £0.0005 each and the remaining 805,663,589 Unclassified Shares were re-designated as 805,663,589 Ordinary Shares of £0.0005 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
ACCESS NOMINEES LIMITED INTERNATIONAL HOUSE 31 CHURCH ROAD HENDON LONDON NW4 4EB	ONE
ACCESS REGISTRARS LIMITED INTERNATIONAL HOUSE 31 CHURCH ROAD HENDON LONDON NW4 4EB	ONE

DATED The 3rd day of July 1995

WITNESS to the above signatures:-

for and on behalf of  
ACCESS COMPANY INCORPORATIONS LIMITED  
INTERNATIONAL HOUSE  
31 CHURCH ROAD  
HENDON  
LONDON NW4 4EB