

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

The Irwin Dash Music Company

LIMITED.

(See Page 2 of this Form.)

62458-32

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0484 (3 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Chas. W. Rooke & Co.,

2, Norfolk Street, Strand, W.C. 2.

1006

3000

J

Reginald John Connelly

of

Hill House,

Billerica,

Essex.

NOTE.—This margin is reserved for binding, and must not be written across.
*Here insert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a person named in

the Articles of Association as a Director of

The Irwin Dash Music Company

(15)

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

Declared at 10 Denmark Street
in the County of London W.C.2.

the 20th day of July
One thousand nine hundred and ~~thirty~~ two

before me,

A Commissioner for Oaths.†

Reg Connelly

† or Notary Public or Justice of the Peace.

Number of
Certificate

261211

[Form No. 25.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Duty at the
rate of £1
for every
£100 must
be impressed
here.

Statement of the Nominal Capital

OF

The Irwin Dash Music Company

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 7 of The Finance Act, 1899; and by
Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

63347-32

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0484 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Chas. W. Rooke & Co.,

2, Norfolk Street, Strand, W.C. 2.

107

THE NOMINAL CAPITAL

OF

The Irwin Dash Music Company

LIMITED,

is One Hundred Pounds,

divided into One Hundred Shares

of One Pound each.

Signature

Reg. Gornally

Description

Director

Dated the 20th day

of July 19 32.

NOTE.—This margin is reserved for binding, and must not be written across.

*** This Statement should be signed by an Officer of the Company.*



267277/3



"The Companies Act, 1929."

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Wf fen.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE IRWIN DASH MUSIC COMPANY, LIMITED.

REGISTERED
27 JUL 1932

1. The Name of the Company is "THE IRWIN DASH MUSIC COMPANY, 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 the businesses of Music Publishers and Sellers, Manufacturers of and Dealers in Pianoforte and other Musical Instruments, including Gramophones and Gramophone Records, and any other mechanical means of reproduction of music including Wireless Requisites and Silent and Synchronized Sound Film Productions, Printers and Engravers, and to establish and carry on Theatres, and produce Musical Plays, Operas, and any other Entertainment of a similar character, including Concerts, and to establish and carry on Art Galleries, Show Rooms, Opera Houses, Concert Rooms, Cinemas, Music Halls, Exhibitions, and Show Rooms, and all other kinds of places of Public Recreation and Entertainment, Lecture Rooms, Art Schools and Classes.

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above 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 any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) 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, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (F) 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 limiting competition, or for mutual assistance with 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.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage,

charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, 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 this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (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 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, Debentures, Debenture Stock, or securities of this Company.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.
- (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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.

- (r) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (u) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound 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.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Reg Cornelly</i> <i>10 Denmark St.</i> <i>London W.C.2</i> <i>Music Publisher</i>	<i>one</i>
<i>Ronald P. Matthews,</i> <i>2 Norfolk Street,</i> <i>Strand, W.C.2.</i> <i>Chartered Accountant.</i>	<i>One</i>

Dated the 20th day of *July*, 1932.

Witness to the above Signatures—

Harry G.
10 Denmark St.
London W.C.2.
Secretary

267277/4



"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

Articles of Association

OF

**THE IRWIN DASH MUSIC COMPANY,
LIMITED.**

REGISTERED
27 JUL 1932

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 50, 64, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

5. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7. No Member shall transfer his Share or Shares without the consent in writing of all the Directors; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

8. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures,

either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

10. A General Meeting of the Company shall be held once in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

12. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members present in person or by proxy entitled to vote or by one Member or two Members so present entitled, if that Member or those two Members together hold not less than Fifty per cent. of the paid up Capital of the Company, and, unless a poll is so demanded, a declaration by

the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Book of the Proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

13. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

15. The following persons shall be the first Directors of the Company: JAMES ALEXANDER ^{BALFOUR} CAMPBELL ^{TYRRE} REGINALD JOHN CONNELLY, IRWIN DASH and FRANK McMILLAN. M.M.
R.G.

16. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

17. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

(A) If he become bankrupt or insolvent or compound with his creditors;

- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930 ;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

19. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements - have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such

interest was acquired. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout.

MANAGING DIRECTOR.

20. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

21. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

22. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

23. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

24. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Reg. Connolly
10 Denmark St
London W.C. 2
Music Publisher

Reginald P. Matthews,
2 Norfolk Street,
Strand. W. C. 2.
Chartered Accountant

Dated the 20th day of July, 1932.

Witness to the above Signatures—

Tham. Q.
10. Denmark St.
London. W.C. 2.
Secretary

DUPLICATE FOR THE FILE.

No. 267277



Certificate of Incorporation

I Hereby Certify,

That

THE IRVIN DASH MUSIC COMPANY, LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-seventh day of July One

Thousand Nine Hundred and thirty-two.

Freewood

Registrar of Companies

Certificate
received by

Chas. W. Rookes (per Mr. E. H. Hylton)
2 Norfolk Street Strand W.C.2

Date

27th July 1932

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES.



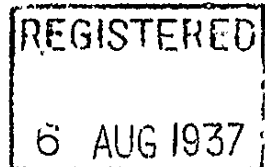
Special Resolution

(Pursuant to the Companies Act, 1929, Section 117)

OF

**THE IRWIN DASH MUSIC COMPANY
LIMITED**

Passed 31st July, 1937.



At an EXTRAORDINARY MEETING of the Members of the above-named Company, duly convened and held at the Registered Office, 10, Denmark Street, London, W.C.2, on the 31st day of July, 1937, the following SPECIAL RESOLUTION was duly passed:—

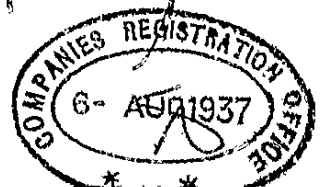
“That the regulations contained in Table A, insofar as they apply to this Company, be altered as follows:—

The words:—

“or if the Company in General Meeting resolve that his tenure of the office of Managing Director or Manager be determined.”

shall be deleted at the end of Clause 68.”

W. G. Bunnell
Chairman.



"THE COMPANIES ACT, 1948"

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

OF

THE IRWIN DASH MUSIC COMPANY, LIMITED



Passed the 20th day of October, 1950.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at 10, Denmark Street, London, W.C.2., on Friday the 20th day of October, 1950, the following SPECIAL RESOLUTION was duly passed:-

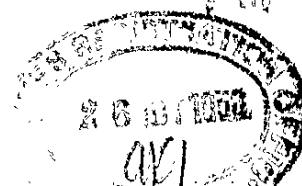
" That the name of the Company be changed to
"DASH MUSIC COMPANY LIMITED" "



Reg. Connolly
CHAIRMAN.

I hereby certify that The Irwin Dash Music Co. Ltd. is an exempt Private Company.

Reg. Connolly
DIRECTOR.



Company Number...267277...



B

Reference: C.R.98/1554/50

BOARD OF TRADE,

COMPANIES ACT, 1948

THE IRWIN DASH MUSIC COMPANY, Limited

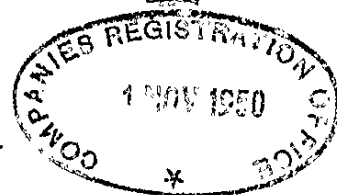
Represent to the provisions of Sub-Section (1) of Section 18 of the Companies Act,
the Board of Trade hereby approve of the name of the above-named Company
changed to DASH MUSIC COMPANY LIMITED

Signed on behalf of the Board of Trade

This first day of November 1945Q.

A. T. Purdy

Authorised in that behalf by the
President of the Board of Trade.



764

C No. C. 60

(B1160) Wt. 30397-4875. 5m. 1/49. P. & N., Ltd. G813.

No. C.172.

DUPLICATE FOR THE FILE

No. 267 277



Certificate of Change of Name

I Hereby Certify that

THE IRWIN DASH MUSIC COMPANY, LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called
DASH MUSIC COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this first day of
November One thousand nine hundred and fifty.

Registrar of Companies.

Certificate received by Post

Date

11/11/50

(on com. 11/11/50)

o. of Company 267,277. /41

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION
(Pursuant to The Companies Act, 1948,
Section 141 (2))

of

DASH MUSIC COMPANY, LIMITED

Passed the 19th day of July, 1955.

AT AN EXTRAORDINARY GENERAL MEETING of the Members
of the above-named Company, duly convened, and held at 10,
Denmark Street, London, W.C.2, on the 19th day of July, 1955,
the following SPECIAL RESOLUTION was duly passed:-

"THAT Clause 66 contained in Table A in the
First Schedule to The Companies Act, 1929,
shall not apply to this Company."

Wey Davelly
CHAIRMAN.

I hereby confirm that Dash Music Company Ltd. is an
exempt private company.

R. Lums
SECRETARY.

Wey.

10 AUG 1955

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
DASH MUSIC COMPANY LIMITED.

1. The Name of the Company is *DASH MUSIC COMPANY 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 the businesses of Music Publishers and Sellers, Manufacturers of and Dealers in Pianoforte and other Musical Instruments, including Gramophones and Gramophone Records, and any other mechanical means of reproduction of music including Wireless Requisites and Silent and Synchronized Sound Film Productions, Printers and Engravers, and to establish and carry on Theatres, and produce Musical Plays, Operas, and any other Entertainment of a similar character, including Concerts, and to establish and carry on Art Galleries, Show Rooms, Opera Houses, Concert Rooms, Cinemas, Music Halls, Exhibitions, and Show Rooms, and all other kinds of places of Public Recreation and Entertainment, Lecture Rooms, Art Schools and Classes.

(B) To carry on any other business (whether manufacturing or otherwise) which may seem to the

* The name of the Company was changed by Special Resolution passed the 20th October 1950.

Company capable of being conveniently carried on in connection with the above 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 any freehold, leasehold, or other property for any estate or interest whatever, and any rights privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (d) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (e) 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, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (f) 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 limiting competition, or for mutual assistance with 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.

- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, 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 this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (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 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, Debentures, Debenture Stock, or securities of this Company.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.
- (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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.

- (r) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (u) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound 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.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>REG. CONNELLY,</p> <p>10 Denmark Street,</p> <p>London, W.C. 2,</p> <p>Music Publisher</p>	<p>One</p>
<p>REGINALD P. MATTHEWS,</p> <p>2 Norfolk Street,</p> <p>Strand, W.C. 2,</p> <p>Chartered Accountant</p>	<p>One</p>

Dated the 20th day of July, 1932.

Witness to the above Signatures—

L. YOUNG,

10 Denmark Street,

London, W.C. 2,

Secretary.

f Company 267,277.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to the Companies Act, 1929, Section 117)

OF

**THE IRWIN DASH MUSIC COMPANY
LIMITED**

Passed 31st July, 1937.

At an EXTRAORDINARY MEETING of the Members of the above-
ed Company, duly convened and held at the Registered Office,
Denmark Street, London, W.C.2, on the 31st day of July, 1937,
following SPECIAL RESOLUTION was duly passed:—

“ That the regulations contained in Table A, insofar as
they apply to this Company, be altered as follows:—

The words:—

“ or if the Company in General Meeting resolve that
his tenure of the office of Managing Director or
Manager be determined.”

shall be deleted at the end of Clause 68.”

REG. CONNELLY,

Chairman.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
DASH MUSIC COMPANY LIMITED.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 50, 64, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect :-

(A) The Company shall not offer any of its Shares or debentures to the public for subscription.

- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

5. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

7. No Member shall transfer his Share or Shares without the consent in writing of all the Directors; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

8. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures,

either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

9. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

10. A General Meeting of the Company shall be held once in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

11. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

12. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members present in person or by proxy entitled to vote or by one Member or two Members so present entitled, if that Member or those two Members together hold not less than Fifty per cent. of the paid up Capital of the Company, and, unless a poll is so demanded, a declaration by

the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Book of the Proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

13. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

15. The following persons shall be the first Directors of the Company: JAMES ALEXANDER BALFOUR CAMPBELL TYRIE, REGINALD JOHN CONNELLY, IRWIN DASH, and FRANK McMILLAN.

16. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

17. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

(.) If he become bankrupt or insolvent or compound with his creditors;

- (B) If he become of unsound mind ;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930 ;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within two calendar months from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors ;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

19. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such

interest was acquired. Any Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout.

MANAGING DIRECTOR.

20. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

21. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

22. A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

23. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

24. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

REG. CONNELLY,

10 Denmark Street,

London, W.C. 2,

Music Publisher.

REGINALD P. MATTHEWS,

2 Norfolk Street,

Strand, W.C. 2,

Chartered Accountant.

Dated the 20th day of July, 1932.

Witness to the above Signatures—

L. YOUNG,

10 Denmark Street,

London, W.C. 2,

Secretary.

G

COMPANIES FORM No. 325

325**Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

--	--	--	--

267277

Name of company

• Dash Music Limited

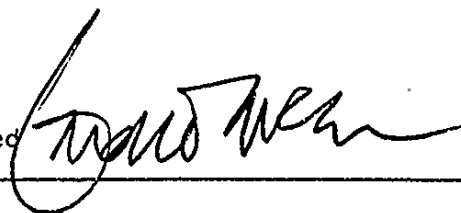
* insert full name
of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

Dettingen Way			
Blenhiem Park Industrial Estate			
Newmarket Road			
Bury St Edmunds,	Suffolk	Postcode	IP33 3YB

† delete as
appropriate

Signed

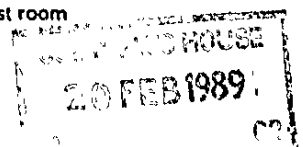


[Director][Secretary]† Date 16/2/89

Presentor's name address and
reference (if any):

For official Use
General Section

Post room



G

COMPANIES FORM No. 353

353**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

267277

Name of company

• Dash Music Limited

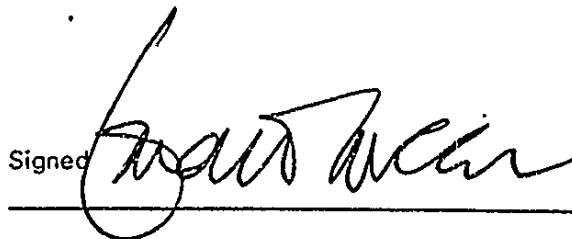
* insert full name
of company

gives notice that the register of members is {now} kept at:

Dettingen Way	
Blenhiem Park Industrial Estate	
Newmarket Road	
Bury St Edmunds,	Suffolk
Postcode	IP33 3YB

† delete as
appropriate

Signed

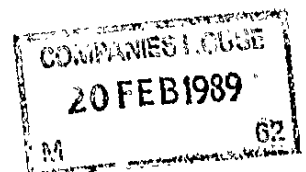


[Director][Secretary]† Date

16/2/89

Presentor's name address and
reference (if any):For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

267237

Name of company

* Insert full name of company

* DASH MUSIC COMPANY LIMITED

Note
Please read notes 1 to 4 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding-company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed [Signature] Designation COMPANY SECRETARY Date 12th NOVEMBER 1990‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presenter's name address and reference (if any):

For official Use
General Section

Post to

COMPANIES HOUSE 20 NOV 1990 M

Company Number: 267277

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF DASH MUSIC COMPANY LIMITED

At the Annual General Meeting of the members of the above-named company, duly convened and held at 8/9 Frith street, London W1V 5TZ on 14th September 1992 the following Special Resolution was passed by agreement, in person or by proxy, of all the members entitled to attend and vote at the meeting:

SPECIAL RESOLUTION:

That Section 384(1) of the Companies Act 1985 shall not apply to the Company as the Company is a dormant company in accordance with the provisions of Section 250 of the Companies Act 1985.

.....  F H Johnson
CHAIRMAN

