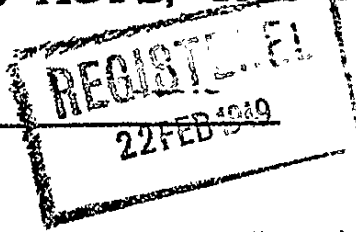


Number of }
Company }

464880/1

[Form No. 41.

1948"
THE COMPANIES ACTS, ~~1929~~ AND ~~1947~~"



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

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, ~~1929~~, 1948

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, ~~1929~~ 1948.
on behalf of a Company proposed to be Registered as

R. DAVIDSON.

LIMITED.

no-93054

Telegrams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

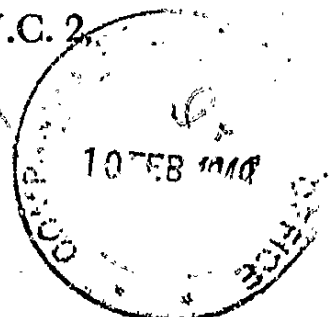
116 CHANCERY LANE, LONDON, W.C. 2,

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

Witnessed by

R. J. Swain

13 High Street Godalming



I Ernest Kenneth Toad Swaney
of 13, High Street, Godalming, Surrey

•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

"a Solicitor")

of R. Davidson

(8)

LIMITED,

1948,


and That all the requirements of The Companies Act, 1948, 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 Godalming
in the County of Surrey

the 9th day of February

One thousand nine hundred and forty nine

before me,


A Commissioner for Oaths. †

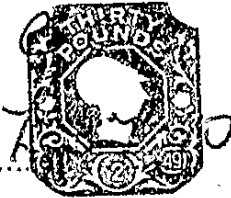


NOTE.—This margin is reserved for binding, and must not be written across.

464880 1/2

No. of Certificate.....

Form No. 25



R. DAVIDSON

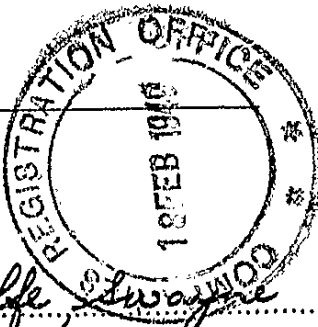
LIMITED



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by



Roffe, Swaine & Co.

Crown House,
High Street, Godalming.

The NOMINAL CAPITAL of.....

..... R. DAVIDSON Limited,

is £ 7,500, divided into 7,500 shares of £ 1

each.

Signature.....

Description.....

Date 17/2/49

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



464880/3

1.

The Companies Act, 1948.COMPANY LIMITED BY SHARES
REGISTERED

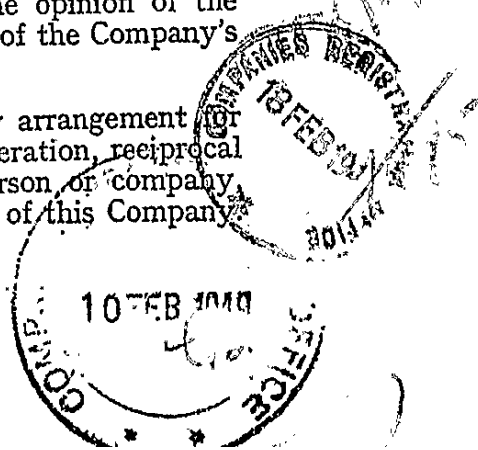
22 FEB 1949

Memorandum of Association

of

R. DAVIDSON LIMITED

1. The name of the Company is "R. Davidson 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 business as electrical contractors and illuminating engineers and manufacturers and merchants of and dealers in electrical and radio equipment, components, appliances and goods of all kinds, electrical, gas and oil lamps, quartz lamps, reflectors, radio receivers, radio transmitters, radio gramophones, television receivers, television transmitters, refrigerators, washing machines, bells, fires, stoves, cookers, switchboards, control gear, fans, furnaces, irons, dynamos, motors, armatures, contacts, insulators and insulating material, and generally electrical and gas plant, machinery, fittings and accessories of every description.
 - (B) To carry on business as boiler, turbine and engine makers, machinists, mechanical and electrical engineers, glass makers, potters and metal makers, refiners and workers generally, timber, wood and metal merchants, iron-founders, woodworkers, ironmongers, hardware dealers, carriers, garage proprietors, plumbers, builders, painters, decorators, sanitary engineers, house, shop and office furnishers and fitters, and general storekeepers.
 - (C) To carry on any other trade or business whether subsidiary or not which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
 - (D) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company carrying on business within the objects of this Company.



17/2

- (E) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business, or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (F) To form; promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (H) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (I) To pay all or any expenses incurred in connection with the formation promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (J) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (K) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (L) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

- (M) To procure the Company to be registered in any country or place abroad.
- (N) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (O) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (P) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (Q) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependents, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (R) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (S) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. Also that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects in any Sub-Clause shall be deemed to be merely subsidiary to those mentioned in any other Sub-Clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £7,500 divided into 7,500 shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

WE, the several persons whose names and 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
Ernest Kenneth Ford Swain 13 High Street Godalming Chartered accountant.	one
Ronald Frederick Harding, Little Knole, Bell Road, Haslemere.	one
Clerk.	

Dated the 9th day of February 1949

Witness to the above Signatures:—

DBignall.

Broadmead

64 Aston's Hill

Godalming.

Clerk.



464880/4

5

The Companies Act 1948

REGISTERED

22 FEB 1949



COMPANY LIMITED BY SHARES.

Articles of Association
of
R. DAVIDSON LIMITED

Sum PARTS I & II of Subject as hereinafter provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 76, 77, 79, 84, 88 and 106 of Part I of Table "A" shall not apply to the Company but the remaining Regulations of Parts I and II of Table "A" subject to the modifications hereinafter expressed, and the Clauses hereinafter contained, shall be the Regulations of the Company.

3. The Company is a Private Company and accordingly:—

- (A) The right to transfer Shares is restricted in manner hereinafter prescribed.
- (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 such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

DIRECTORS.

4. The number of the Directors shall not be less than two nor more than seven. Two Directors personally present shall constitute a quorum. The Company in General Meeting may reduce or increase these limits.

5. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

6. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

7. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

8. The names of the first Directors shall be Reginald Davidson and Ernest Kenneth Foard Swayne.

DISQUALIFICATION OF DIRECTORS.

9. The office of Director shall be vacated if the Director—

- (A) Resigns his office by notice in writing to the Company ; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors ; or
- (C) Is found lunatic or becomes of unsound mind ; or
- (D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment ; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948 ; or
- (F) If he be convicted of an indictable offence, not being an offence under the Road Traffic Acts 1930 to 1934.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by section 199 of the Companies Act 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

SHARES.

11. The original Share Capital of the Company is £7,500 divided into 7,500 Shares of £1 each, whereof 2,500 are Redeemable Preference Shares and 5,000 are Ordinary Shares.

LIEN.

12. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

13. Notwithstanding the provisions of Regulation 3 of Part II of Table "A" the Directors shall not be entitled to refuse the transfer of a share to the widow, a parent, a child or a grandchild upon the death of a member.

NOTICES.

14. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly.

15. 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.

GENERAL MEETINGS.

16. The words "one member" shall be substituted for "two members" in Regulation 49 of Part I of Table "A."

17. A poll may be demanded by one member and Regulation 58 of Part I of Table "A" shall be modified accordingly.

VOTES OF MEMBERS.

18. Notwithstanding the provisions of Regulation 62 of Part I of Table "A" the holding of Redeemable Preference Shares shall confer no right to vote in respect of such shares at meetings of the Company.

BORROWING POWERS.

19. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DIVIDENDS.

20. The profits of the Company, which it may be determined to divide among the members as dividend in respect of any period, shall first be applied in paying to the holders of the Redeemable Preference Shares a Dividend at the rate of 4 per cent. per annum, and the balance shall be divided among the holders of the Ordinary Shares.

REDEMPTION OF PREFERENCE SHARES.

21. The Company in general meeting may from time to time by ordinary resolution determine to redeem any Redeemable Preference Shares remaining unredeemed at the date of the resolution, and the Company shall thereupon pay to the registered holder of such shares the sum of 22s. for every such share and Regulation 3 of Part I of Table "A" shall be modified accordingly.

WINDING UP.

22. If the Company shall be wound up, the assets, after payment of the debts and liabilities of the Company and the costs of liquidation, shall be applied first in repaying to the holders of the Redeemable Preference Shares which have not already been redeemed, the sum of 22s. for each of such shares, and secondly in repaying to the holders of the Ordinary Shares the amounts paid up on such shares, and the balance, if any, shall be distributed among the holders of the Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ernest Kenneth Ford Swaine
13 High Street
Godalming
Chartered accountant.

Ronald Leslie's Harding,
Little Knowles,
Bell Road,

Clerk. Haslemere.

Dated the 9th day of February 1949.

Witness to the above Signatures:—

Brignall

Broadmead

64 Aaron's Hill

Godalming.

Clerk.

DUPLICATE FOR THE FILE.

No 464880



Certificate of Incorporation

I Hereby Certify, That

R. DAVIDSON LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this **Twenty-second** day of
February One Thousand Nine Hundred and Forty-nine.

[Signature]
For Registrar of Companies.

Certificate
received by

[Signature]
Post

Date

22 FEB 1949

THE COMPANIES ACT, 1948.



Special Resolution

Pursuant to Section 141 (2).

OF

R. DAVIDSON LIMITED.

Passed 4th. July, 1960.

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 1-2, Gideon Road, Battersea, S.W.11.

on the Fourth day of July, 19 60. the following Special Resolution was duly passed:—

THAT the Capital of the Company be increased to £15,000 by the creation of a further 5000 Ordinary shares of £1 each and 2500 Preference Shares of £1 each.



J.H. Beresford



No. of Company 464880 *128*

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital Pursuant to Section 63

Name
of
Company

R. DAVIDSON

Limited.

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS
85 & 86, LONDON WALL, LONDON, E.C.2;

19, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by
BUXTON BERESFORD & CO
Basing House
17, Basinghall Street,
London. E.C.2.

TO THE REGISTRAR OF COMPANIES.

R. DAVIDSON Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the FOURTH day of

JULY, 1960, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 7500

beyond the Registered Capital of £7500.

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
<u>5000</u>	<u>ORDINARY SHARES</u>	<u>OF £1 EACH.</u>
<u>2500</u>	<u>REDEEMABLE PREFERENCE SHARES OF £1 EACH.</u>	

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

The shares to rank parri passu with the existing Ordinary shares and Preference Shares already issued.

The Preference shares are redeemable.

Signature John Beresford
(State whether Director or Secretary)

Dated the TWENTY-THIRD day of JULY 1960.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

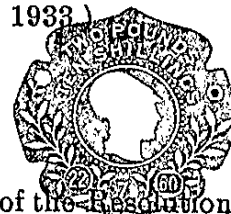
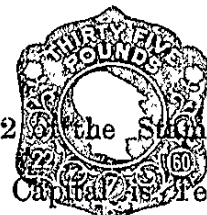
No. of Certificate. 454880 *129*

C.A. 39]
4/68

R. DAVIDSON

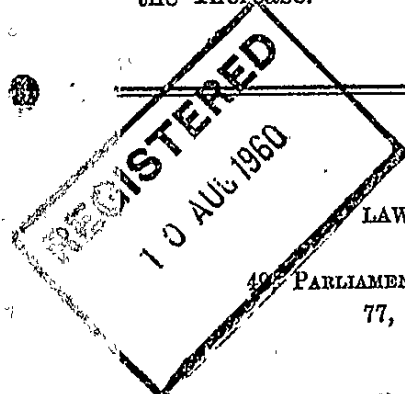
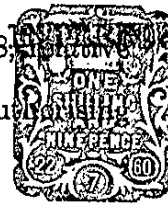
LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is 2 pence shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948 to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



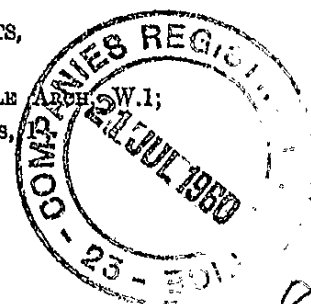
PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS,
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Buxton Beresford & Co
Basing House,
17, Basinghall Street
LONDON. E.C.2.



[26A.]



CS93

CS93

The NOMINAL CAPITAL of _____

R. DAVIDSON

Limited

has by a Resolution of the Company dated FOURTH JULY 1960.

been increased by the addition thereto of the sum of £7500, divided into
5000 Ordinary Shares of £1 each and

2500 Preference shares of £ 1. each beyond the Registered Capital of

£7500.

Signature J H Bero T. n. e.

State whether Director or Secretary Director

Date TWENTYETH day of JULY 1960.

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

Get Print / plates / process for



Company No. 464880.

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a

THE COMPANIES ACT 1948.

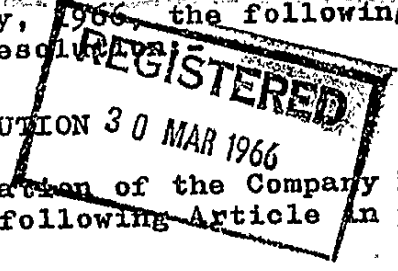
COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION
OF

R. DAVIDSON LIMITED
(Incorporated under the Companies Act, 1948)
Passed the 1st. day of February, 1966

At an Extraordinary General Meeting of the Members of R. Davidson Limited held at 100, Baker Street, London. W.1, on Tuesday 1st, day of February, 1966, the following Resolution was duly passed as a Special Resolution.

RESOLUTION 30 MAR 1966



"That the Articles of Association of the Company be amended by substituting the following Article in place of Article No. 5.

The shareholding Qualification of Directors may be fixed by the Company in General Meeting and unless and until so fixed no Qualification shall be required".

The company address given
1-2, Gulein Road,
SW 11.

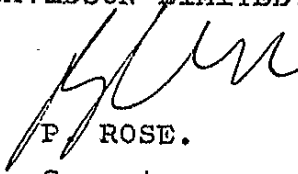
[Signature]
E.A. RHODES
Chairman.
128
Q.



149.

I have pleasure in returning the printed Form
of Special Resolution, and can confirm that this has been
printed by the Rank Xerox Process.

Yours faithfully,
R. DAVIDSON LIMITED.


P. ROSE.
Secretary.

Number of Company 464880 / 53

THE COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

R. DAVIDSON LIMITED ✓

Passed 6th March 1972

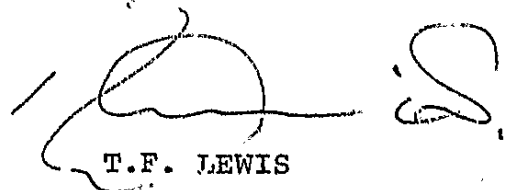
AT an EXTRAORDINARY GENERAL MEETING of the above-mentioned Company, duly convened, and held at 113-117 Wardour Street London W.1. on the 6th day of March 1972, the following SPECIAL RESOLUTION was duly passed, viz:-

SPECIAL RESOLUTION

THAT the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be lettered (GG) immediately after paragraph (G) of Clause 3 thereof:-

"(GG) To guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments, and the repayment or payment of the principal amounts of and premiums interests and dividends on any securities, of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 154 of the Companies Act 1948 of the Company or another subsidiary as defined by the said Section of such a holding company or otherwise associated with the Company in business or through shareholdings" and

THAT notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments, and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities, of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 154 of the Companies Act 1948 of the Company, or another subsidiary as defined by the said Section of such a holding company or otherwise associated with the Company in business or through shareholdings without any restriction or limitation and the Directors may appoint any person or persons as attorney or attorneys of the Company for the purpose of executing on its behalf any guarantee charge or other deed or document (which may itself contain an appointment of attorneys) in connection therewith and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge or other deed or document or the appointment of any attorney notwithstanding that he is also a Director of the person firm or company so guaranteed or supported or secured or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.



T.F. LEWIS

Chairman.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

R. DAVIDSON LIMITED

CERTIFIED A TRUE COPY

Richards Butler & Co.

5, CLIFTON STREET,
LONDON, EC2A 4DQ
SOLICITORS

PRELIMINARY

1. The following regulations and (subject as provided in these articles) the regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1948 to 1981 (in these articles called "Table A") shall constitute the regulations of the Company.

2. Regulations 24, 77 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

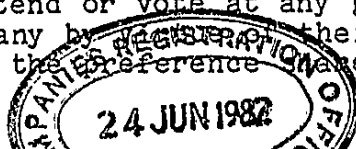
SHARES

3. The share capital of the Company is £15,000 divided into 13,000 10 per cent. non-cumulative preference shares of £1 each (in this article called "the preference shares") and 20,000 ordinary shares of 10p each. The respective rights and restrictions attaching to the preference shares and the ordinary shares are as follows -

(1) as regards income: the profits which the Company may determine to distribute in respect of any financial year shall be applied, first, in paying to the holders of the preference shares a fixed non-cumulative dividend at the rate of 10 per cent. per annum on the amounts paid up on the preference shares held by them respectively, and the balance of such profits shall be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively;

(2) as regards capital: on a return of assets, on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied, first, in repaying to the holders of the preference shares the amounts paid up on such shares, and the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively; and

(3) as regards voting: the holders of the preference shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company by ~~virtue of~~ their respective holdings of the preference shares.



RICHARDS BUTLER & CO.
5 CLIFTON STREET

4. Section 17 of the Companies Act 1980 (as for the time being amended, extended or re-enacted) shall not apply to the Company.

TRANSFER OF SHARES

5. The directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share.

DIRECTORS

6. Unless otherwise determined by the Company by ordinary resolution, the number of directors shall be not less than two.

7. A director may from time to time by an instrument in writing under his hand deposited at the registered office of the Company appoint any other person to be his alternate and may remove any alternate so appointed from office, but the appointment of any person not being a director shall not be operative unless and until approved by the directors. Every alternate shall be entitled to attend and vote as a director at any meeting of the directors at which the director appointing him is not personally present and generally to have all the powers and duties of a director in the absence of the director appointing him. If he is also a director, he shall be entitled in the absence of the director appointing him to a separate vote on behalf of that director in addition to his own vote. Every alternate shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him and shall, except as to remuneration, be subject in all respects to the terms and conditions existing with reference to the other directors. If a director shall cease to hold the office of director, the appointment of his alternate shall thereupon cease.

8. A director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

9. The proviso to regulation 79 of Table A shall not apply to the Company.

10. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested, and paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

11. The directors may exercise the rights 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 the appointment of any of their number as an officer or employee of the other company or the payment of remuneration to the officers or employees of the other company.

12. The directors may pay, or agree to pay, gratuities and pensions or other retirement, superannuation, death or disability benefits to any director or former director or to his widow or to any of his dependants and for this purpose may contribute to any scheme or fund or pay premiums.

CERTIFIED A TRUE COPY

James A. Baker Esq. 2.

7, CLIFTON STREET,
LONDON, EC2A 4DQ

SOLICITORS

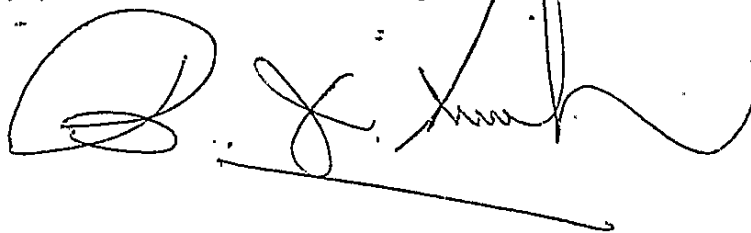
13. The directors shall have power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an additional director.

14. A member or members holding a majority in nominal amount of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Every such appointment or removal shall be in writing signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.

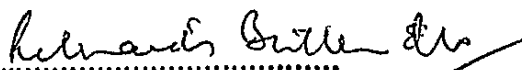
15. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy.

16. Regulation 86 of Table A shall apply as though the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" were omitted.

17. Regulation 88 of Table A shall apply as though the words "and they pass a resolution that he has by reason of such absence vacated office" were added at the end of paragraph (f).

A large, stylized handwritten signature in black ink, appearing to be 'R. J. Smith', is written over a horizontal line.

CERTIFIED A TRUE COPY

A handwritten signature in black ink, appearing to be 'Richard Butler', is written over a dotted line.

5, CLIFTON STREET,
LONDON, EC2A 4DQ
SOLICITORS

93
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

R. DAVIDSON LIMITED

(passed on 11th June 1982)

ORIGINAL FILED IN
COMPANIES REGISTER

24 June 1982

At an EXTRAORDINARY GENERAL MEETING of the above named

Company duly convened and held at 19-21 Moorfields
London EC2

on 11th June 1982, at 12.40pm.

the following resolution was duly passed as a SPECIAL
RESOLUTION:-

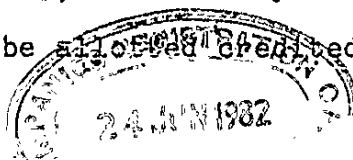
RESOLUTION

THAT -

CERTIFIED A TRUE COPY

Richard Butler
.....
5, CLIFTON STREET,
LONDON, EC2A 4DQ
SOLICITORS

1. each of the 4 per cent non-cumulative redeemable preference shares of £1 each in the Company (issued and unissued) be converted into ordinary shares of £1 each forming one class with and carrying the same rights as the ordinary shares of £1 each in the Company in existence immediately before the passing of this resolution;
2. each of the unissued ordinary shares of £1 each be subdivided into 10 ordinary shares of 10p each;
3. the sum of £1,300 (being part of the amount standing to the credit of the profit and loss account of the Company) be capitalised and accordingly be appropriated among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full at par 13,000 ordinary shares of 10p. each in the Company to be allotted and credited as fully paid up

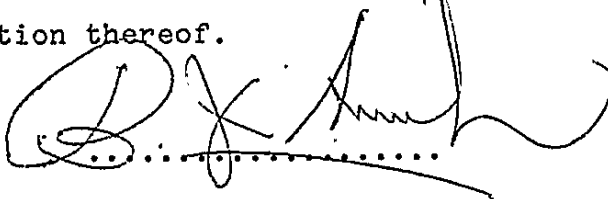


RICHARDS BUTLER & CO.
5 CLIFTON STREET
LONDON, EC2A 4DQ

to such members in the proportion aforesaid, and the directors be authorised and directed to give effect to this resolution;

4. forthwith upon the allotment of the ordinary shares of 10p. each in the Company pursuant to paragraph 3 of this resolution -

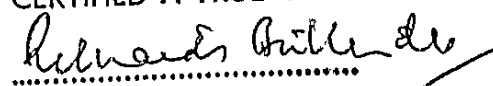
- (1) the ordinary shares of £1 each in the Company in issue at the time of the passing of this resolution be designated as 10 per cent. non-cumulative preference shares of £1 each carrying the rights and restrictions attached thereto by the new articles of association of the Company to be adopted by the passing of this resolution; and.
- (2) the regulations contained in the printed document submitted to this meeting and for the purpose of identification signed by the chairman thereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association thereof.



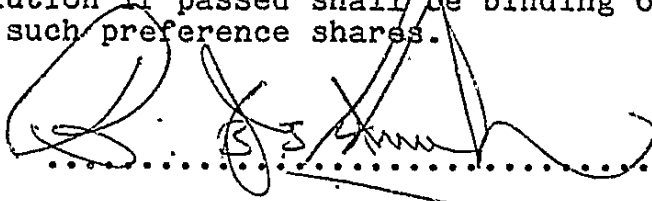
Chairman

Dated 11th June 1982

CERTIFIED A TRUE COPY

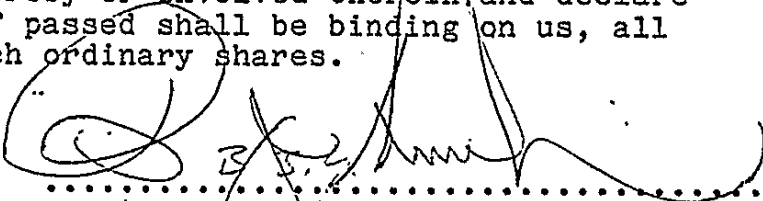

.....
5, CLIFTON STREET,
LONDON, EC2A 4DQ
SOLICITORS

WE, the undersigned, being the holder of all the issued preference shares in the Company, hereby sanction the passing by the Company of the resolution set out in the above notice and consent to each and every variation of the rights attached or belonging to such preference shares proposed to be effected thereby or involved therein and declare such resolution if passed shall be binding on us, the holder of such preference shares.

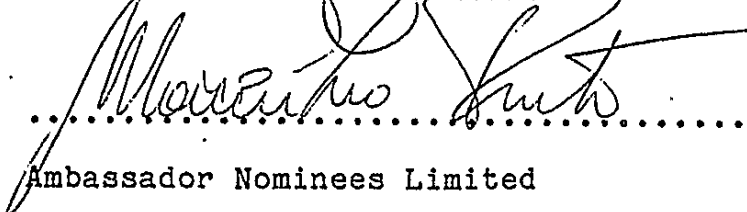

.....

The Classic Cinemas Limited

WE, the undersigned, being the holder of all the issued ordinary shares in the Company, hereby sanction the passing by the Company of the resolution set out in the above notice and consent to each and every variation of the rights attached or belonging to such ordinary shares proposed to be effected thereby or involved therein, and declare such resolution if passed shall be binding on us, all the holders of such ordinary shares.

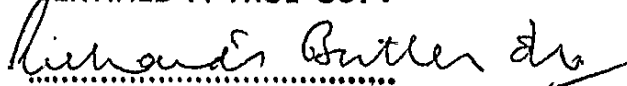

.....

The Classic Cinemas Limited


.....

Ambassador Nominees Limited

CERTIFIED A TRUE COPY


.....

5, CLIFTON STREET,
LONDON, EC2A 4DQ
SOLICITORS



RICHARDS BUTLER & CO.
5 CLIFTON STREET

464880/99

Binder Hamlyn

Chartered Accountants

Internationally : Binder Dijker Otte & Co. (110)

6 St Bride Street,
London EC4A 4DA

Telephone: 01-353 3020
Telegrams: Rednibfar London
Telex: 24276 Binder G
LDE Box No 166

The Secretary,
R. Davidson Limited,
63/65, Haymarket,
London,
SW1Y 4RQ

Date 1 February 1983 Your ref

Our ref RMG/CAC

COPY

464880

Dear Sir,

R. Davidson Limited.

We hereby resign our appointment as auditors of the above Company and, in doing so, confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,

Binder Hamlyn



P S Lane, F A M Akers-Douglas, A F M Bosley, J A C Bentall, R D Bolton, B A F Burn, T B Burton, I D R Campbell, R W Chatwynd, J M Cholmeley, R C Clarke, P F D Cornish, J H A Coward, J W Cowper, R J C Davay, P W G DuBuisson, A J L Durla, M H T Gairdner, A H Gilroy, R M Graves, R J J Hall, A C Hamilton, D C Hunt, R E Mackrill, P W Morris, J L Norton, C J A O'Brien, J R Paul, A J Robinson, J A Scott, M Shirley-Beavan, C Swinson, D R Tillet, S W Urry, P A Williams, E M Wood.

Ayr: I B Valentine, G M Andrew; Bacup: J S G Barker, R A Collinge, J Richardson, R D Uttley; Belfast: W H de F Smyth, B O Templeton, C E Johnston, J E S Mulholland, E G Bell, F B Martin; Birmingham: C A Lee, H W Tuckey, M J Ansell, D J Appleton, M Bolton, J L Castle, J Daggs, C S Dixon, H J M Every, C S J Lenham, C E McGee, K C Ray, W J Thurstield, C J Timbrell; Bury St Edmunds: M D Fulcher, M J Bowman-Vaughan, J F Marshall, R M Durrant, J D Levack, L J Mills; Doncaster: P W Ellis, A Wigglesworth; Dublin: D A A Fleetwood, T B Moore, D V O'Hara; Glasgow: A H Mann, A S Clark, J K Macalodow, N J McNeill, A D Knox, C R J Foley; Leeds: C E M Armitage, H A J Baker, F J Fullerton, J R Fullerton, P H Roscliffe, J M Smithies, J M Stubbs, D W Tennant, N A Wainman, Manchester: D A Boothman, R A Webb, P J C Bigot, A J Leon, D M Lewis, R Pickford, W Tiplady, D A Wild; Newcastle: R T Gibson, I Gordon, A J Hansell, A Hodgson, J F Kelly, J L Lambert, P A Mickler, A Wappat; Newmarket: H R Saltmarsh; Nottingham: A B Brecknock, S J Christophers, M J Dalton, G M Gill, R F Holloway, A Masters, P R Moore, D P Smith; Rochdale: D W Brierley; Saltcoats: W F Turner; Sheffield: D Bryant, R A Tavior, S N Wilshaw; Stranraer: M A Skirrow, M H Gilbert, S Ross, S J Blamire-Brown, B W Frankling.

A

Please do not
write in this
binding margin

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

THE COMPANIES ACTS 1948 TO 1981

Notice of new accounting reference
date given during the course of an
accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Form No. 3

3

To the Registrar of Companies

For official use

Company number

1011

464880

Name of company

R. DAVIDSON

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

3 1 1 2

†delete as
appropriate

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 8 2

See note 4(c) and
complete if
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 3(6)(c) of the Companies Act 1976, the following statement
should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed

A. J. A. K. K. K.

[Director] [Secretary] †Date

3 MAR 1983

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

26/DV/AJS.

DELOITTE HASKINS + SELLS
128 QUEEN VICTORIA STREET
P.O. BOX 207
LONDON EC4P 4JX

For official use

General section

Post room



THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

Special Resolution

OF

R. DAVIDSON LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 30-31 Golden Square, London, W1 on 13th September, 1988 the following Resolution was duly passed as a special resolution of the Company:-

THAT as regards the delegation of directors powers, the following sub-clauses shall be added to Article 102 of the Articles of Association:-

102.1. The directors powers of financial management of the business and affairs of the Company shall be exercised by an Executive Committee.

102.2. All proposals for financial expenditure of the Company shall be referred to the Executive Committee and the directors shall be bound by the decisions of the Executive Committee.

102.3. The Executive Committee shall comprise four directors to be nominated by the directors of whom two shall be nominated "A" Group members and two "B" Group members.

102.4. The quorum for the transaction of the business of the Executive Committee shall be one "A" Group member and one "B" Group member.

102.5. The Executive Committee may regulate their proceedings as they think fit. An Executive Committee member may call a meeting of the Executive Committee (It shall be necessary to give notice of a meeting to an Executive Committee member who is absent from the United Kingdom).

102.6. Questions arising at an Executive Committee Meeting shall be decided by a majority of votes provided that one "A" Group member and one "B" Group member votes in favour of each proposal and such proposal is not opposed by more than one Executive Committee member.

102.7. Notwithstanding the provisions of Article 102.6:

102.7.1 proposed financial expenditure in excess of £2,500,000 shall require the unanimous authorisation of the full Executive Committee and in addition ratification and approval by a majority of the Board of Cannon Entertainment Inc.

22 SEP 1988

102.7.2 any proposed disposition of an asset (whether tangible or intangible) of the Company with a market value in excess of £300,000 shall require the majority of the full Executive Committee and in addition ratification and approval by a majority of the directors of the Company and in addition ratification and approval by a majority of the Board of The Cannon Group Inc.

102.7.3 proposed financial expenditure from £60,001 to £2,500,000 shall be authorised by the written approval of one "A" Group member and one "B" Group member provided that such proposal is not opposed by more than one Executive Committee member.

102.7.4. proposed financial expenditure up to the sum of £60,000 shall be authorised by the written approval of any one Executive Committee member acting individually.

102.8. Each decision of the Executive Committee shall be recorded in writing and signed by at least one "A" Group member and one "B" Group member.

102.9. Receipt of a duly certified copy of the appropriate resolution by facsimile transmission or otherwise shall be deemed to be good ratification for the purpose of Articles 102.7.1 and 102.7.2.

102.10. The Executive Committee shall have the power to delegate in writing any of their powers to any one of their number or to any other director of the Company or to any other person of whom at least one "A" Group member and one "B" Group member approves.

THAT as regards the adoption of Table A, Article 102 of the Articles of Association shall be varied by deleting the words "any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the directors".

.....
CHAIRMAN

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

To the Registrar of Companies

For official use

Company number

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

[] [] [] []

464 880

Name of company

* R. DAVIDSON LTD

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 as shown below:

Day Month

3 1 0 5

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 0 5 1 9 9 0

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 _____

Signed B.C.J.

[Director] [Secretary]† Date

22/4/89.

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

7th Floor
LONDON WC2E 4AY

For official Use
General Section

Post room

COMPANIES HOUSE
05 MAY 1989
M . 43

Company Number 464880



THE COMPANIES ACT 1985
COMPANY UNITED BY SHARES

SPECIAL RESOLUTION

OF

R. DAVIDSON LIMITED

Passed on *x 14th May* *x* 1989

At an Extraordinary General Meeting of the above named Company, duly convened and held at 51 Wansunt Road, Bexley, Kent on *x 14th May* *x* 1989 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

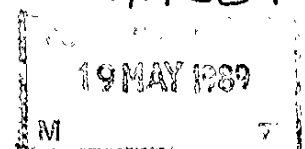
SPECIAL RESOLUTION

That the name of the Company be changed to Electroneon Signs Limited.

[Signature]
.....
Director

22 MAY 1989

LB L40
4A369A





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 464880

I hereby certify that

R. DAVIDSON LIMITED

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

ELECTRONEON SIGNS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 30 MAY 1989


P. BEVAN

an authorised officer



Peat Marwick McLintock

464380

PO Box 486
1 Puddle Dock
Blackfriars
London EC4V 3PD

Telephone 01-236 8000
Telex 8811541 PMMLON G
Telefax 01-248 6552 (Group 3)
Cables Veritatem London EC4
DX 38050 Blackfriars

The Secretary
R Davidson Limited
Electroneon Signs
2 Altenburg Gardens
London
SW11

Your ref

Our ref

JGC/FT/MMW/001

26 September, 1989

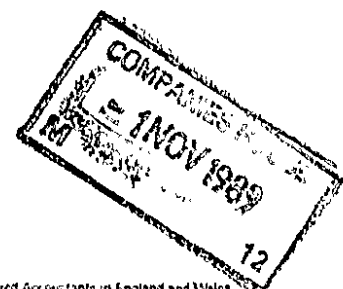
Dear Sir

R Davidson Limited

We are writing to you in connection with our resignation as auditors of the above company. We confirm that there are no circumstances which we consider should be brought to the notice of the members or creditors of the company in accordance with S.390, Companies Act 1985.

Yours faithfully

Peat Marwick McLintock



Member firm of
Institute of Chartered Accountants in England and Wales

Authorised by the Institute of Chartered Accountants in England and Wales
to carry on investment business

The address for the purposes of Section 4, Business Names Act 1985 is 1 Puddle Dock,
Blackfriars, London EC4V 3PD at which a list of partners' names is available for inspection

Number of Company: 00464880

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s.378 (2) of the Companies Act 1985)

of

ELECTRONEON SIGNS LIMITED

Passed 7 November 1994



At the **EXTRAORDINARY GENERAL MEETING** of the above-named Company, duly convened, and held at Silverwood, Camden Park Road, Chislehurst, Kent on the Seventh day of November 1994, the subjoined **SPECIAL RESOLUTIONS** were duly passed, viz:-

RESOLUTIONS

- 1 **THAT** the objects of the Company as set out in its Memorandum of Association be and hereby are altered by deleting Clause 3 thereof and substituting therefor the Clause 3 as set out in the document marked 'A' submitted to the Meeting and for the purpose of identification signed by the Chairman.
- 2 **THAT** the Company adopt, in substitution for the existing Articles of Association, new Articles of Association in the form set out in the document marked 'B' submitted to the Meeting and for the purpose of identification signed by the Chairman.

Signature) To be signed
.....) by the Chairman,
.....) a Director, or
.....) the Secretary of
.....) the Company

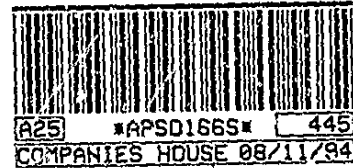
Note - To be filed within 15 days after the passing of the Resolution(s)

Chairman. *[Signature]*

• THE COMPANIES ACT 1985
(As amended by the Companies Act 1989)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF



ELECTRONEON SIGNS LIMITED
(As adopted by Special Resolution passed on 7 November 1994)

- 1 The name of the Company is "Electroneon Signs 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 business as a general commercial company.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
 - (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
 - (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (E) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stock, debentures, debenture stock or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

- * The name of the Company was changed from R Davidson Limited on 30 May 1989.

- (F) To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature 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, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of section 736 and 736(A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the

interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.

- (M) To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (X) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (Y) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (Z) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to 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 full power to exercise all or any of the powers, and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4 The liability of the Members is limited.

5 The Share Capital of the Company is £15,000 divided into 13,000 10% Non-cumulative Preference Shares of £1 each and 20,000 Ordinary Shares of 10 pence each.

WE, the several persons whose names and addresses 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**

Ernest Kenneth Foard Swayne
13 High Street
Godalming
Surrey

One

Chartered Accountant

Ronald Frederick Harding
Little Knowle
Bell Road
Haslemere

One

Clerk

Dated the 9th day of February 1949

Witness to the above Signatures:-

D Brignall
Broadmead
64 Astons Hill
Godalming

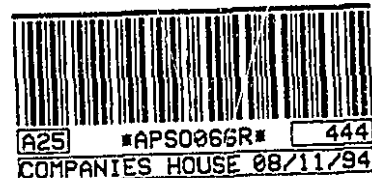
Chairman

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares**ARTICLES OF ASSOCIATION**

of

**ELECTRONEON SIGNS LIMITED**

(As adopted by Special Resolution passed on 7 November 1994)

PRELIMINARY

- 1 (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 2 Regulations 8, 24, 35, 41, 46, 48, 53, 64, 67, 73 to 80 inclusive, 94 to 97 inclusive, 101 and 118 of Table A shall not apply to the Company.
- 3 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

INTERPRETATION

- 4 In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

SHARES

5 The share capital of the Company is £15,000 divided into 13,000 10 per cent non-cumulative preference shares of £1 each (in this article called "the preference shares") and 20,000 ordinary shares of 10p each. The respective rights and restrictions attaching to the preference shares and the ordinary shares are as follows:-

- (a) as regards income: the profits which the Company may determine to distribute in respect of any financial year shall be applied, first, in paying to the holders of the preference shares a fixed non-cumulative dividend at the rate of 10 per cent per annum on the amounts paid up on the preference shares held by them respectively, and the balance of such profits shall be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively;
- (b) as regards capital: on a return of assets, on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied, first, in repaying to the holders of the preference shares the amounts paid up on such shares, and the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively; and
- (c) as regards voting: the holders of the preference shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company by virtue of their respective holdings of the preference shares.

ALLOTMENT OF SHARES

6 (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) the members in General Meeting may by Ordinary Resolution:-

- (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;
- (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- (b) In accordance with Section 91(1) of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions hereto allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid, allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors effectually be offered in the manner aforesaid.

SHARES

- 7 (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

- (b) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
 - (c) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.
- 8 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

- 9 The directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share.

GENERAL MEETINGS AND RESOLUTIONS

- 10 (a) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.
- (b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a member.

- (c) Regulations 32 and 59 of Table A shall be modified accordingly.
 - (d) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
- 11
- (a) If the quorum prescribed by Regulation 40 of Table A is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.
 - (b) If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall constitute a quorum.
- 12
- (a) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded.
 - (b) A poll may be demanded by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting.
 - (c) The demand for a poll may before the poll is taken be withdrawn.
 - (d) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
- 13
- Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative).

VOTES OF MEMBERS

- 14 The words "or by proxy" shall be inserted after the word "person" in regulation 54 of Table A.

- 15 The words "Unless the directors determine otherwise" shall be inserted at the commencement of Regulation 57 of Table A.
- 16 The words "30 minutes" shall be substituted for "48 hours" in Regulation 62(a) of Table A and for "24 hours" in Regulation 62(b) of Table A.

APPOINTMENT OF DIRECTORS

- 17 Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
- 18 (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- (b) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

PROCEEDINGS OF DIRECTORS

- 19 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the

Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

- 20 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
- 21 A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

BORROWING POWERS

- 22 The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS

- 23 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 24 In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

DIVIDENDS

- 25 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

NOTICES

- 26 (a) Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.
- (b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

EXECUTION OF DOCUMENTS

- 27 The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors.

INDEMNITY

- 28 The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Names and Addresses of Subscribers

Ernest Kenneth Foard Swayne
13 High Street
Godalming
Surrey

Ronald Frederick Harding
Little Knowle
Bell Road
Haslemere

Dated the 9th day of February 1949

WITNESS to the above Signatures:-

D Brignall
Broadmead
64 Astons Hill
Godalming