

Number of
Company

488466

Form No. 41.

THE COMPANIES ACT 1948.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

HARMS-CONNELLY

LIMITED.

Presented by

Davenport Lyons & Barker,

109 Kingsway, W.C.2.

3, WALTER FREDERICK LYONS

of 109 Kingsway, W.C.2. in the County of London

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named,
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (*) a Solicitor of the
Supreme Court engaged in the formation

of HARMS-CONNELLY

Limited,

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 1. Limited/No. 109 Kingsway

in the County of London

the seventh day of November

one thousand nine hundred and fifty.

Before me,

W. F. Lyons
W. F. Lyons

Note.—This matter is reserved for binding and must not be written across.

Number of
Company

488466

2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital OF

HARMS-COMBELL

11 NOV 1909

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

represented by

Davenport Lyons & Barker.

109 Kingsway, London; W.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
1 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies Form 6.

THE NOMINAL CAPITAL

OF

HARMS-CONNELLY

, Limited

is £100, divided into 100

Shares of £1 each.

*Signature

Description

Dated 7th day of November 1950.

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

NOTE: This margin is reserved for binding. AND IT



COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

REGISTERED

18 NOV 1950

HARMS - CONNELLY LIMITED

1. The name of the Company is "Harms-Connelly 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 in any part of the world all or any of the businesses of music printers, copiers, engravers, publishers, composers, arrangers, and dealers, newspaper, journal and magazine publishers and proprietors, printers, publishers, booksellers, lithographers, stereotypers, stationers, concert hall proprietors, theatre, music hall and cinema proprietors, amusement caterers, refreshment caterers, engineers, electricians, cabinet makers, fancy goods dealers and general store keepers.
- (b) To carry on business as manufacturers of and dealers in organs, pianos, violins and musical instruments of every description, and cases, accessories, parts and fittings therefor.
- (c) To form and conduct bands and orchestras, and supply the services thereof, and of singers, instrumentalists and entertainers generally, on such terms as may be thought fit. To establish and carry on schools for the teaching of music, singing and dancing and elocution and such other accomplishments and acquirements as may be thought fit and to establish and carry on an employment agency or agencies.
- (d) To carry on the business of merchants, traders, importers, and exporters and dealers in all kinds of goods and stores of all kinds, wholesale and retail.

15 NOV 1950

7-Nov-50

9391

- (e) To develop the resources of any property the time being belonging to the Company in such manner as the Company may think fit.
- (f) To carry on business as manufacturers of all kinds of apparatus plant and material which can usefully or profitably be employed by the Company in carrying on their businesses and to use sell or dispose of all such apparatus plant and material in any manner for the purpose or benefit of the Company.
- (g) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and 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.
- (h) To purchase or otherwise acquire any property, real or personal, and in particular any land, buildings, patents, concessions, businesses or undertakings, or any interest or right therein, whether in possession or reversion, and whether absolute or contingent or determinable, and to manage, develop, sell, mortgage or lease the same or any part thereof or otherwise turn the same to account.
- (i) To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person, corporation or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (j) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, corporation or company carrying on, engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares, stocks and securities of any such corporation or company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same, and to lend money or otherwise assist any such person, corporation or company.
- (k) To sell the undertaking of the Company or any part thereof belonging to the Company for such consideration as the Company may think fit, and in particular for shares, stock, debentures or securities of any other company, or any interest in the profits of any other Company, partnership, persons or person.

- (1) To promote or assist in promoting any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to subscribe for, otherwise acquire, hold and dispose of the whole or any part of the shares or debentures or other interest of and in such company.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire, improve, adapt, develop and work any real or personal property, including patents and patent rights, and copy-rights and/or licences to use the same, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or the turning to account of any of its property.
- (n) To invest, lend or otherwise deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) To borrow or raise money from the Directors of the Company or any other person, persons or company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise (whether floating or otherwise) charged upon any of the Company's property both present and future, including its uncalled capital.
- (p) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of this Company.
- (q) To remunerate any person or company for services rendered in placing or assisting to place, or guaranteeing the placing of, or underwriting any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the promotion of the Company or the conduct of its business.
- (r) To make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (s) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of this Company.
- (t) To accept surrenders of shares in the Company upon any terms and for any consideration.
- (u) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons.

- (v) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND 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 or not, and whether domiciled in the United Kingdom or otherwise, and that the objects specified in each paragraph of this clause, shall be separate and independent objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are hereunto 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>W. F. Lyons</i> 34 <i>109 Kensington</i> <i>London W.C.2.</i> <i>Solicitor</i>	<i>One.</i>
<i>David Sadker</i> <i>109 Kensington</i> <i>London W.C.2</i> <i>Solicitor</i>	<i>One</i>

D A T E D the *7th* day of *November* 1950.

WITNESS to the above Signatures:-

Philippe H. Vincent
109. Kensington
W.C.2.
Solicitors Clerk.



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

Articles of Association

REGISTERED

18 NOV 1950

OF

HARMS - CONNELLY LIMITED

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (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, Clauses 2, 3, 24, 44, 53, 60, 75, 76, 84, 88, 89, 90, 93, 94, 91, 92, 95, 109, 135 and 40 to 43 inclusive in Part I of Table A shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. The initial capital of the Company is £100 divided into 50 "A" Shares of £1 each and 50 "B" shares of £1 each.

4. Save as hereby provided in Clause 6 hereof, no share of the Company shall be transferred otherwise than to a member of the Company without the approval of the Directors, and the Directors may grant or withhold such approval in such cases as they think fit, and shall not be bound to assign any reason for non-approval. If the Directors refuse to register a transfer of any shares they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

5. The lien conferred by Clause 11 in Part I of Table A shall extend to all shares, whether fully paid or not, and shall attach 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 the several joint holders.

6. No share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value, which in default of agreement shall be determined as hereinafter provided.

7. In order to ascertain whether any member is willing to purchase a share at the fair value, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "retiring member") shall give a notice in writing (hereinafter referred to as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to any member of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

8. If the Company shall within twenty-eight days after service of a sale notice find a member willing to purchase any share comprised therein, (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member the retiring member shall be bound upon payment of the fair value to transfer the share to such purchasing member, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice. The Directors shall, with a view to finding a purchasing member, offer any shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer if not accepted will be deemed to be declined and the Directors shall make such arrangements as regards the findings of a purchasing member for any shares not accepted by a member to whom they shall have been so offered as aforesaid within the time so limited as they shall think just and reasonable.

9. In case any differences arise between the retiring member and the purchasing member as to the fair value of a share, each of such shall select an auditor and the two auditors so selected shall certify in writing the sum which in their opinion, is a fair value and such sum shall be deemed to be the fair value. If the two auditors so selected shall be unable to agree on a fair value, then they shall agree on a third auditor, who shall determine the fair value and shall certify the sum in the above manner. In so certifying, the auditors shall be considered to be acting as experts and not as arbitrators, and accordingly, the Arbitration Act, 1950 or any statutory modification thereof shall not apply.

10. If the Directors shall not, within the space of twenty-eight days after the service of a sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or if, through no fault of the retiring member, the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within twenty-one days from the service of such notice the retiring member shall, at any time within six months thereafter, be at liberty, subject as provided in the Company's Articles of Association, to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

11. (A) There shall not be more than four nor less than two directors. The first directors shall be REGINALD JOHN CONNELLY

ALFRED WILLIAM RAWLINSON

PATRICK LESLIE BURGIN

LOUIS LEWIS

(B) Each of them the holders for the time being of the majority of the "A" shares of the Company and the holders for the time being of a majority of the "B" shares of the Company shall have the right to appoint two directors of the Company.

(C) The said Reginald John Connelly and Alfred William Rawlinson shall be deemed to have been appointed by the holders of the "A" shares and the said Patrick Leslie Burgin and Louis Lewis shall be deemed to have been appointed by the holders of the "B" shares.

(D) Subject to the provisions of Article 15, every Director appointed under the provisions of Articles 12 (B) or 12 (E) shall be entitled to hold office until requested to retire by the holders for the time being of majority of the shares conferring the right of appointment of such Director.

(E) As and whenever a Director appointed under Article 12 (B) or under this Article vacates office whether upon request as aforesaid or by death or otherwise the holders for the time being of a majority of the shares conferring the right of appointment of such Director as aforesaid may appoint another Director in his place.

12. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

13. The Directors may from time to time empower to and confer upon the Managing Director or Managing Directors or upon duly authorised agents all or any of the powers of the Directors (not including 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 Managing Directors or such duly authorised agents shall be subject to all 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.

14. The office of a Director ipso facto shall be vacated -

- (A) If he ceases to be a Director by virtue of Section 182 of the Act; or
- (B) If he be found a lunatic, or become of unsound mind, or be permanently incapacitated through illness or other infirmity.
- (C) If by notice in writing he resign the office of Director.
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (E) If he absent himself from the meetings of Directors for a period of three calendar months without special leave from the other Directors, unless reasonable cause for such absence be given.
- (F) If he became bankrupt.

15. No Director shall be disqualified by his office from contracting with the Company, either as Vendor, purchaser, or otherwise, or from being interested in any contract or arrangement entered into by or on behalf of the Company, nor shall any such contract made by a Director with the Company, nor any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profits realised by him from any such contract made by him with the Company or from any such contract or arrangement in which he shall be so interested by reason of such Director holding that office or the fiduciary relation thereby established, but it is declared that as regards such contract or arrangement in which he shall be so interested the nature of his interest must be disclosed by him in manner required by Section 199 of the Companies Act 1948. A Director may as a Director vote in respect of any contract entered into by him with the Company, and in respect of any contract or arrangement entered into by or on behalf of the Company in which he is interested, and if he do so vote his vote shall be counted and

he may be reckoned for the purpose of constituting a quorum of Directors. A general notice to the Directors of the Company that a Director is a member of any specified firm or company and is to be regarded as interested in any subsequent transactions with such firm or company shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company. Without prejudice to the generality of the foregoing provisions of this Article a Director may hold any other office or place of profit in the Company in conjunction with his directorship (other than that of Auditor), and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors, and a Director of the Company may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as director or member of such Company.

16. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

17. The Company may from time to time by Ordinary Resolution increase the capital by the creation of new shares of such amount as may be deemed expedient. Such new shares shall be of such amount and shall be issued for such consideration on such terms and conditions and with such preference or priority as regards dividends or in the distribution of assets or as to voting or otherwise over other shares of any class whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends, or in the distribution of assets, as the Company by Ordinary Resolution may direct, and subject to or in default of any such direction to the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the initial capital of the Company. The powers conferred by this Article shall be subject to the provisions of Clause 4 in Part I of Table A.

18. The Directors of the Company shall be paid out of the funds of the Company as remuneration for their services such sums as the Board shall from time to time fix. The Directors shall also be entitled to be paid their reasonable travelling, hotel and other expenses incurred in the execution of their duties as Directors and servants of the Company.

19. Any Director may appoint any person to be an alternate or substitute Director and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly in place of the appointor but he shall not require any qualification and he shall ipso facto vacate office if and when the appointor returns to the United Kingdom or vacates office as a Director or removes the appointee from office and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

20. The business of the Company shall be managed by the Directors, who, in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not by Statute or by these presents expressly directed or required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Statutes and of these presents and to any regulations from time to time made by the Company in General Meeting: Provided that no regulation made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

21. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and ~~as may be determined~~ as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 287 of the Companies Act 1948.

22. Where any of the regulations of Table A and the Articles of Association are inconsistent, the said Articles shall prevail.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

W. F. Lyons
109 Kingsway
London W.C.2.
Solicitor

David Sadler
as above
Solicitor

D A T E D the *7th* day of *November* 1950.

WITNESS to the above Signatures:-

Philippe M. Vincent
109 Kingsway
W.C.2.
Solicitor B.L.R.

F. BAKER & CO., LIMITED

Directors:-
F.W. Cotter Craig.
S.C. Goodman.
D.K. Parsons, (Secretary)

TELEPHONE HQ:-
NORTHAMPTON, 1013
TELEGRAMS:-
"BAKOGRAF", NORTHAMPTON.



ANGEL STREET,
NORTHAMPTON.

ARCHITECTS & ENGINEERS
LITHOGRAPHERS
PHOTO PLAN PRINTERS
DRAFTSMEN & DESIGNERS
LAW STATIONERS

COMPANIES REGISTRATION.

This is to Certify that we have lithographed
the Memorandum and Articles of Association of
Messrs. *Harms - Bonnelly Ltd*
and supplied same to their Solicitors *Messrs*
Townsend, Sykes & Barker
this *7th* day of *November* 195*1*.

pp. F. BAKER & CO. LIMITED,

D K Parsons
Secretary.

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DUPLICATE FOR THE FILE

No. 488466



Certificate of Incorporation

I Hereby Certify, That

HARVEY CONNELLY LIMITED

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

Given under my hand at London this Eighteenth day of November.....One Thousand Nine Hundred and Fifty./

W. J. Wood
Registrar of Companies.

Certificate
received by

J. Philippe Vincent for Davenport Lyons & Barker
109 Kingsway W.C.2 Date *20.11.50*

No. of }
Company } 488466 / 18

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Special Resolution

- of -

HARMS-CONNELLY LIMITED

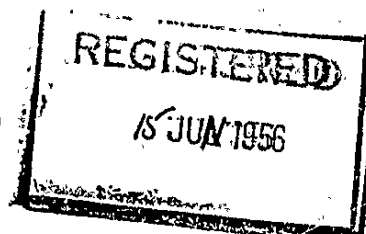
Passed the 24th day of May 1956

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Warner House, Wardour Street, London, W.1. on the 24th day of May, 1956, the following SPECIAL RESOLUTION was passed:-

"THAT the name of the Company be changed to HARMS-WITMARK LIMITED."

P. L. Buzin

Chairman.



Ratner and Hunter
35 Old Broad St

2325

Company Number 488466 *19*



B

Reference: C.R98/1225/56

BOARD OF TRADE,

COMPANIES ACT, 1948

HARMS-CONNELLY

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to **HARMS-WITMARK LIMITED**

REGISTERED

5 JUL 1956

Signed on behalf of the Board of Trade

this

fifth

day of

July

1956.



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

HL
No. C. 60.

DUPLICATE FOR THE FILE.

488466

19 A



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

~~HARMS-CONNELLY 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

~~HARMS-WITMARK LIMITED~~

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

Given under my hand at London, this fifth day of
July One thousand nine hundred and fifty six.

[Signature]
Assistant Registrar of Companies.

Certificate received by

[Signature]

Date

24. 7. 56

3957

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

HARMS-WITMARK

LIMITED

Passed 27th August, 1969.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 18 Bloomsbury Square, London W.C. 1.

on the 27th day of August, 1969 the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

"That with the consent of the Board of Trade the name of the Company be changed to Warner Bros. - Seven Arts Music Limited"

Signature

DIRECTOR

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).
See section 143 (1) and (4) printed overleaf.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 489466 / 41

Whereas

HARK-WITHARK LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1940,

on the **19th November, 1950**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

WARNER BROS. - SEVEN ARTS MUSIC LIMITED

Given under my hand at London the **4th September, 1969.**

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

C.172

The Companies Acts 1948 to 1967
COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

WARNER BROS. - SEVEN ARTS MUSIC LIMITED

Passed 17th December, 1969.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 69 New Oxford Street, London W.C. 1.

on the 17th day of December, 1969 the subjoined
SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

"THAT with the consent of the Board of Trade the name of the Company be changed to Warner Bros. Music Limited."

Signature

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 488466

44

Whereas

WARNER BROS. - SEVEN ARTS MUSIC LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1943,

on the **19th NOVEMBER, 1950**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

WARNER BROS. MUSIC LIMITED

Given under my hand at London the **23rd JANUARY, 1970.**

F. L. Knight

(F. L. KNIGHT)
Assistant Registrar of Companies

8

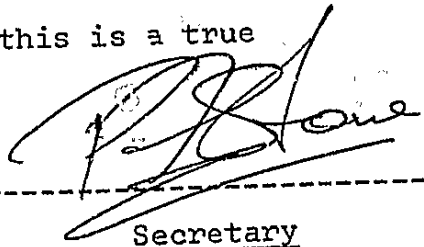
WARNER BROS. MUSIC LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the
above named Company duly convened and held
at 69 New Oxford Street, London W.C. 1.
on the 31st day of March 1971 the following
Special Resolution was duly passed :

RESOLUTION

"THAT with the consent of the Board
of Trade the name of the Company be
changed to Kinney Music Limited"

I HEREBY CERTIFY that this is a true
copy.



Secretary

Lyds 011294





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 488465

149

I hereby certify that

WARNER BROS. MUSIC LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

KINNEY MUSIC LIMITED

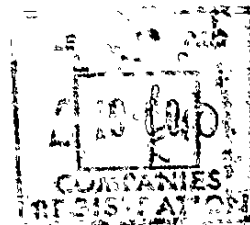
Given under my hand at London the 26th April, 1971

P. B. MARTIN

Assistant Registrar of Companies

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Co. No.
488466 ✓
/53



KINNEY MUSIC LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 69 New Oxford Street, London W.C. 1. on the 10th day of April 1972 the following Special Resolution was duly passed :

RESOLUTION

"THAT with the consent of the Board of Trade the name of the Company be changed to Warner Bros. Music Limited"

I HEREBY CERTIFY that this is a true copy.

Secretary





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 488466

54

I hereby certify that

KINNEY MUSIC LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

WARNER BROS. MUSIC LIMITED

Given under my hand at London the **25th April 1972**


(N. TAYLOR)

Assistant Registrar of Companies

488466

WARNER BROS. MUSIC LIMITED

At an Extraordinary General Meeting of the Company held at 69 New Oxford Street, London W.C. 1. on the 8th day of September 1975, the following Resolution was duly passed :

R E S O L U T I O N

1. That the objects of the Company be altered by amending Clause 3. of its Memorandum of Association by inserting immediately following the words "The objects for which the Company is established are :"-new sub-clauses (a) and (b) as set out in a print annexed hereto and for the purpose of identification initialled by Mr. Stone, and by re-lettering from (c) to (y) the original sub-clauses (a) to (w)
2. That the existing Articles of Association of the Company shall no longer apply and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by Mr. Stone for the purpose of identification, be and are hereby adopted by the Company.

I hereby the above to be a true extract from the Minutes.

Dated this 16th day of December 1975.


Secretary



DEC 1975

Memorandum of Association

OF

Warner Bros. Music Limited

(As altered by Special Resolution passed 8th September 1975)

- * 1. The name of the Company is "HARMS-CONNELLY 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 conduct and carry on in all parts of the world, in all their respective branches, the businesses of makers, producers, exhibitors, distributors, manufacturers, renters, exporters, importers, buyers, sellers, hirers, and publishers of gramophone records, magnetic tapes, video tapes and tapes of all kinds, motion pictures and cinematograph and television films of all kinds, theatrical, musical and radio plays, dramas, comedies, revues, ballets, concerts, scenarios, and sketches, and in connection therewith to undertake and carry out all or any of the functions, operations, services or work ordinarily or which can be conveniently undertaken and carried out by persons engaged in such businesses including the engagement and hiring out of the services of artists, singers, dancers, entertainers, directors, producers, writers and other persons engaged in the motion picture, theatrical, radio, television and entertainment industries; to act as theatrical agents, cinematograph agents and general agents.
 - (b) To acquire, purchase, sell, hire or licence copyrights, literary rights, musical and performing rights and other rights of whatsoever nature or kind; and to contract and make any arrangement whatsoever with any companies, firms and persons and on any terms in regard to any and all of the aforesaid objects and powers.

* On 5th July 1956 the name of the Company was changed to "HARMS-WITMARK LIMITED" pursuant to Special Resolution passed 24th May 1956.

On 4th September 1969 the name of the Company was further changed to "WARNER BROS. SEVEN ARTS MUSIC LIMITED" pursuant to Special Resolution passed 27th August 1969.

On 23rd January 1970 the name of the Company was further changed to "WARNER BROS. MUSIC LIMITED" pursuant to Special Resolution passed 17th December 1969.

On 26th April 1971 the name of the Company was further changed to "KINNEY MUSIC LIMITED" pursuant to Special Resolution passed 31st March 1971.

On 25th April 1972 the name of the Company was further changed back to "WARNER BROS. MUSIC LIMITED" pursuant to Special Resolution passed 10th April 1972.

- (c) To carry on in any part of the world all or any of the businesses of music printers, copiers, engravers, publishers, composers, arrangers, and dealers, newspaper, journal and magazine publishers and proprietors, printers, publishers, booksellers, lithographers, stereotypers, stationers, concert hall proprietors, theatre, music hall and cinema proprietors, amusement caterers, refreshment caterers, engineers, electricians, cabinet makers, fancy goods dealers and general store keepers.
- (d) To carry on business as manufacturers of and dealers in organs, pianos, violins and musical instruments of every description, and cases, accessories, parts and fittings therefor.
- (e) To form and conduct bands and orchestras, and supply the services thereof, and of singers, instrumentalists and entertainers generally, on such terms as may be thought fit. To establish and carry on schools for the teaching of music, singing and dancing and elocution and such other accomplishments and acquirements as may be thought fit and to establish and carry on an employment agency or agencies.
- (f) To carry on the business of merchants, traders, importers, and exporters and dealers in all kinds of goods and stores of all kinds, wholesale and retail.
- (g) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (h) To carry on business as manufacturers of all kinds of apparatus plant and material which can usefully or profitably be employed by the Company in carrying on their businesses and to use sell or dispose of all such apparatus plant and material in any manner for the purpose or benefit of the Company.
- (i) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and 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.
- (j) To purchase or otherwise acquire any property, real or personal, and in particular any land, buildings, patents, concessions, businesses or undertakings, or any interest or right therein, whether in possession or reversion, and whether absolute or contingent or determinable, and to manage, develop, sell, mortgage or lease the same or any part thereof or otherwise turn the same to account.

- (k) To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person, corporation or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (l) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, corporation or company carrying on, engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares, stocks and securities of any such corporation or company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same, and to lend money or otherwise assist any such person, corporation or company.
- (m) To sell the undertaking of the Company or any part thereof belonging to the Company for such consideration as the Company may think fit, and in particular for shares, stock, debentures or securities of any other company, or any interest in the profits of any other Company, partnership, persons or person.
- (n) To promote or assist in promoting any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to subscribe for, otherwise acquire, hold and dispose of the whole or any part of the shares or debentures or other interest of and in such company.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire, improve, adapt, develop and work any real or personal property, including patents and patent rights, and copyrights and/or licences to use the same, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or the turning to account of any of its property.
- (p) To invest, lend or otherwise deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To borrow or raise money from the Directors of the Company or any other person, persons or company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise (whether floating or otherwise) charged upon any of the Company's property both present and future, including its uncalled capital.

- (r) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of this Company.
- (s) To remunerate any person or company for services rendered in placing or assisting to place, or guaranteeing the placing of, or underwriting any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the promotion of the Company or the conduct of its business.
- (t) To make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (u) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of this Company.
- (v) To accept surrenders of shares in the Company upon any terms and for any consideration.
- (w) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons.
- (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND 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 or not, and whether domiciled in the United Kingdom or otherwise, and that the objects specified in each paragraph of this clause, shall be separate and independent objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Warner Bros. Music Limited

(Adopted by Special Resolution passed 8th September 1975)

PRELIMINARY.

1. The Regulations contained in Table A of the Companies Act 1948 shall not apply to the Company except so far as the same are repeated or contained in these Articles.

2. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Act

The Companies Act, 1948

The Statutes

The Companies Act, 1948, and every other Act for the time being in force concerning companies and affecting the Company.

These Articles

These Articles of Association and the regulations of the Company for the time being in force.

The Office

The Registered Office of the Company.

The Seal

The Common Seal of the Company.

The Board

Such number of the Directors of the Company, not being less than the quorum required by these Articles, assembled at a Meeting of Directors duly convened in accordance with these Articles.

Month

Calendar Month.

Paid up

Includes credited as paid up.

In writing

Written, printed or lithographed or visibly expressed in all or any of these or any other modes of representing or reproducing words.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender, and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall bear the same meaning in these Articles.

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

- (A) The right to transfer shares is restricted in manner hereinafter provided.
- (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of 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 Article 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.

CAPITAL.

4. The capital of the Company is £100 divided into 100 shares of £1 each.

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend voting, return of capital or otherwise as the Company in General Meeting may from time to time determine.

6. Any shares of the Company from time to time unissued shall before issue be offered in the manner and to those persons upon which and to whom new shares shall be offered under Article 50 hereof and the provisions of that Article shall apply mutatis mutandis to the original share capital of the Company.

7. Subject to the provisions of Section 58 of the Act any Preference Shares may with the sanction of an Ordinary Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company, before the issue of such shares, may by Special Resolution determine.

8. The Company may pay a commission to any persons in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares of the Company, provided that the rate per cent. of the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares are issued and that the requirements of the Act are observed. Such commission may be satisfied by the allotment of fully or partly paid shares.

9. If any shares of the Company shall be issued for the purpose of raising money to defray the expenses of construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 65 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

10. No part of the funds of the Company shall be employed in the subscription for or purchase of or in loans upon the security of shares in the Company or in any company which is its holding company. The Company shall not (except as authorised by the Statutes) directly or indirectly give any financial assistance for the purpose of or in connection with a subscription for or purchase of such shares, nor (except as aforesaid) make any loan to any of the Directors or to any director of any company which is its holding company or enter into any guarantee or provide any security in connection with any such loan.

11. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

12. The certificates of title to shares shall be issued under the seal and signed by any two Directors or by one Director and the Secretary. Every member shall be entitled without payment, to receive one certificate for all shares registered in his name. If he shall require additional certificates he shall pay for each such additional certificate such sum not exceeding One shilling as the Board shall determine. Every certificate of shares shall specify the

number and denoting numbers (if any) of the shares in respect of which it is issued, and the amount paid up thereon. The Company shall within two months after the allotment of any of its shares or debentures and within two months after the registration of the transfer of any such shares or debentures complete and have ready the certificates of all shares and debentures allotted or transferred, unless the conditions of issue of the shares or debentures otherwise provide.

13. If any certificate be worn out or defaced, then upon production thereof to the Board, it may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board, and on such indemnity whether with or without security as the Board deem adequate being given, and on payment to the Company of any expenses incurred by the Company in investigating the title to the shares or in connection with such loss or with such indemnity a new certificate in lieu thereof may be given to the person entitled to such lost or destroyed certificate. The sum of One shilling, or such smaller sum as the Board may determine, shall be paid to the Company for every certificate issued under this clause.

14. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register in respect thereof, and delivery of a certificate for a share to one of several joint holders shall be sufficient for all.

CALLS.

15. The Board may from time to time make such calls as they shall think fit upon the members in respect of any moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall (subject to receiving at least one month's notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

16. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

17. A call may be made payable either in one sum or by two or more instalments and shall be deemed to have been made at the time when the resolution of the Board authorising such call is passed. A date fixed for payment may be postponed and a call may be wholly or in part revoked.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent. per annum, as the Board determines, but the Board shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply, as if such sum had become payable by virtue of a call made and notified.

20. The Board may receive from any member willing to advance the same, and upon such terms and conditions as it thinks fit, all or any part of the moneys due upon the shares held by such member beyond the sums called up thereon, and in particular such money may be received upon the terms that interest at such rate as may be agreed on shall be paid thereon or on so much thereof as for the time being exceeds the amount called up. Provided that any amount so for the time being paid in advance of calls shall not in any event be included or taken into account in ascertaining the amount of the dividends payable upon the share in respect of which the advance shall have been made.

FORFEITURE, LIEN AND SURRENDER.

21. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

22. The notice shall name a further day on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.

23. If the requirements of any such notice as aforesaid are not complied with any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared and interests payable in respect of the forfeited shares and not actually paid before the forfeiture.

24. When any share has been forfeited notice of the forfeiture shall forthwith be given to the holder of the shares or the person entitled to the share by reason of the death or bankruptcy of the holder as the case may be, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

25. A forfeited share may with the prior approval of the Company in General Meeting be sold or re-allotted or otherwise disposed of either to the

person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board thinks fit.

26. A shareholder whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at ten per cent. per annum from the date of forfeiture until payment.

27. A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts therein stated, as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share, and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

28. The Company shall have a first and paramount lien upon all the shares not fully paid up, registered in the name of each member (whether solely or jointly with others) for his debts, liabilities and engagements solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared, and all interest from time to time payable in respect of such shares. Unless otherwise agreed or notified to the transferee the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

29. For the purpose of enforcing such lien the Board may with the prior approval of the Company in General Meeting sell the shares subject thereto in such manner as they think fit, but no sale shall be made until the time for payment or satisfaction of the debt or liability in respect of which such lien arises shall have arrived, and notice in writing of intention to sell shall have been served on the registered holder of the shares, his executors or administrators, or the person entitled by reason of his bankruptcy to the shares, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for one month after such notice.

30. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser or allottee thereof.

31. The net proceeds of any such sale shall be applied in or towards payment or satisfaction of such debts, liabilities or engagements, and the residue (if any) paid to the person entitled to the shares at the date of the sale.

32. Upon any sale or re-allotment of a forfeited share, or in exercise of the aforesaid right of enforcing the Company's lien, the Board shall cause the name of the purchaser or allottee to be entered in the register in respect of the shares sold and deliver to him a certificate therefor, and the purchaser or allottee shall not be bound to see the regularity of the proceedings or the application of the purchase money, and after his name has been entered in the register in respect of such shares his title to such shares shall not be impeached by any person, and the remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively.

33. In any case in which the Company is entitled to forfeit a share the holder may make, and the Company may accept, a surrender of such share, upon any terms which may be agreed upon between such holder and the Board, not involving a return of capital to such holder.

TRANSFER AND TRANSMISSION OF SHARES.

34. The instrument of transfer of any share shall be in writing in the usual common form, or such other form as the Board shall approve, and shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof. The transfer need not be under seal. Shares of different classes shall not be transferred by the same instrument of transfer without the consent of the Board.

35. The Board may decline to register any transfer of shares to a transferee without being bound to give any reason for such refusal.

36. Every instrument of transfer shall be delivered to the Company for registration accompanied by the certificates of the shares to be transferred, and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the shares, and thereupon and upon payment of the proper fee, the transferee shall subject to these regulations be registered as a member in respect of such shares. The Board may waive the production of a certificate upon evidence satisfactory to them of its loss or destruction and on such indemnity whether with or without security as the Board deems adequate being given. The transferor shall pay to the Company any expenses incurred in investigating the title to the shares or in connection with the proof of such loss or in connection with such indemnity.

37. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Board may decline to register shall on demand be returned to the person depositing the same.

38. A fee of Two shillings and sixpence or such smaller sum as the Board may determine may be charged for each transfer, and shall, if required by the Board, be paid before the registration thereof. A fee not exceeding Two shillings and sixpence may also be charged for the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, distringas notice or other instrument.

39. The Transfer Books and the register may be closed during such time as the Board think fit, not exceeding in the whole thirty days in each year.

40. In case of the death of a shareholder the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

41. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member may, upon producing such evidence of his title as the Board think sufficient, either be registered as a Member in respect of such Shares, or elect to have some person nominated by him registered as the transferee thereof.

42. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such Shares. All the limitations, restrictions, and provisions of these presents relating to the right of transfer, and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred, and the notice or transfer were a transfer executed by such member.

43. A person becoming entitled to a Share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends, bonuses or other moneys payable in respect of the Share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company or save as aforesaid to any of the rights or privileges of a Member, until he shall have become a Member in respect of the Share.

STOCK.

44. The Board may, with the sanction of the Company previously given in General Meeting convert any paid up Shares into Stock, and may with the like sanction reconvert any stock into paid up Shares of any denomination.

45. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the Shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but no stock shall be transferable except in sums of £1 or multiples of £1. No warrants to bearer shall be issued in respect of any stock.

46. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters as if they held the Shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not if existing in Shares have conferred such privilege or advantage.

47. All such provisions of these Articles relating to shares as are applicable to paid-up shares shall mutatis mutandis apply to stock.

INCREASE AND REDUCTION OF CAPITAL.

48. The Company may from time to time in General Meeting increase the share capital of the Company by the creation of new shares of such aggregate amount as may be deemed expedient.

49. The new shares shall be of such nominal amounts and shall be issued upon such terms and conditions as the Member in General Meeting shall direct, and in particular such shares may (subject to the provisions herein contained as to the consent of the holders of any class of shares when such consent is necessary), be issued with any preferential, special, or qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise over or as compared with any other shares whether preference, ordinary or deferred, and whether then already issued or not or as shares ranking equally with any other special rights or restrictions whether absolute or partial against voting.

50. All new shares shall before issue be offered to all the shareholders for the time being of the Company in proportion as nearly as the circumstances admit to the amount of the existing Ordinary Shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered the Board may dispose of the same in such manner as they think most beneficial to the Company. The Board may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot in the opinion of the Board be conveniently offered under this Article.

51. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

52. The Company may, from time to time, by Special Resolution reduce its capital or any capital redemption reserve fund or share premium account in any way, and may by Ordinary Resolution consolidate or by Special Resolution sub-divide any of its shares, and paid-up capital may be paid off upon the footing that the amount may be called up again or otherwise. The Special Resolution by which any share is sub-divided may provide that as between the holders of the shares resulting from any such sub-division any one or more of the shares shall have any preference, priority or advantage with regard to dividends in the distribution of assets, as to rights of voting or in any other respect over the other or others of them. The Company may also cancel shares which at the date of the resolution in that behalf have not been taken or agreed to be taken by any person, and may diminish the amount of the share capital by the amount of the shares so cancelled.

BORROWING POWERS.

53. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, and to issue debentures, debenture stock, and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

GENERAL MEETINGS.

54. An Annual General Meeting shall be held once in every calendar year (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting), at such time and place as may be determined by the Board.

55. All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings.

56. The Board may whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum any director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS.

57. Twenty-one clear days' notice of every Annual General Meeting and of every Extraordinary General Meeting at which it is proposed to pass a

Special Resolution and fourteen clear days' notice of every other Extraordinary General Meeting shall be given in manner hereinafter mentioned to such members as are under the provisions of these Articles entitled to receive such notices from the Company and to the Auditor of the Company. Every notice of meetings shall specify the place, day and hour of meeting, and in case of special business the general nature of such business and shall also state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member. In the case of a meeting convened for passing a Special or Extraordinary Resolution the notice shall specify the intention to propose the Resolution as a Special or Extraordinary Resolution as the case may be.

58. A meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in the immediately preceding Article be deemed to have been duly called if it is so agreed.

- (a) In the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) In the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

59. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

60. Two members personally present and entitled to vote shall be a quorum at a General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum be present at the time for the commencement of the business.

61. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon requisition of Members shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those Members who are present shall be a quorum, and may transact the business for which the meeting was called.

62. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Board and Auditors and other documents required to be

annexed to the balance sheet, the fixing of the remuneration of the Auditors, the election of Directors and the appointment of Auditors and any other business which under these Articles or the Statutes ought to be transacted at an Annual General Meeting.

63. The Chairman of the Board shall be entitled to take the chair at every General Meeting, or if there be no Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall be unwilling to preside, for Deputy-Chairman (if any) of the Board shall be entitled to take the chair. If such officers have not been appointed or if neither of them be present at a meeting within fifteen minutes after the time appointed for holding such meeting or willing to preside, the Directors present, or, in default, the members present shall choose another Director as Chairman, or if one Director only be present he shall be entitled to take the chair. If no Director be present, or if all the Directors present decline to preside, then the members present shall choose one of their number to be Chairman.

64. At any General Meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by at least three members present in person or by proxy; or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid-up equal to not less than one-tenth of the total sum paid-up on all shares conferring that right. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute-book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

65. If a poll be demanded in manner aforesaid it shall be taken at such time (not being more than thirty days from the date of the meeting) and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

66. No poll shall be demanded on the election of a Chairman of a meeting or on any question or adjournment.

67. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member.

68. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

MODIFICATION OF RIGHTS.

69. Subject to the provisions of Section 72 of the Act, all or any of the rights or privileges attached to any class of shares forming part of the capital for the time being of the Company may be affected, modified, dealt with or abrogated in any manner with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings shall (*mutatis mutandis*) apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and so that the members of such class shall on a poll have one vote for each share of the class held by them respectively.

VOTES OF MEMBERS.

70. Subject to any special terms as to voting upon which any capital may be issued or may for the time being be held, on a show of hands every member present in person shall have one vote only, and upon a poll every member present in person or by proxy shall have one vote for every share held by him.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

71. Any corporation or company holding shares conferring the right to vote may by resolution of its directors or other governing body authorise any of its officials or any other person to act as its representative at any meeting of this Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or company whom he represents as if he had been an individual shareholder of this Company.

72. Where there are joint registered holders of any shares any one of such persons may vote at any meeting, either personally or by proxy, in respect of any such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, if qualified to vote under the last preceding Article, shall for the purpose of this Article be deemed joint holders thereof.

73. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney or if such appointor is a corporation, under its Common Seal or under the hand or seal of its attorney.

74. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee, or curator bonis, appointed by that Court, and any such Committee, curator bonis or other person may, on a poll, vote by proxy.

75. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

76. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the appointment or transfer of the shares in respect of which it is given, unless notice in writing of the death, revocation or transfer shall have been received at the office twenty-four hours at the least before the meeting, or unless in case of revocation the principal attends the meeting.

77. The instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit be in the form or to the effect following, and need not be attested :—

WARNER BROS. MUSIC LIMITED.

"I
"of
"in the County of
"being a member of the above-named Company, hereby
"appoint
"of
"or failing him
"of
"or failing him
"of
"as my proxy to vote for me and on my behalf at the Annual or
"Extraordinary General Meeting to be held on the
" day of and at any
"adjournment thereof.
"As Witness my hand this day of
"19 ."

78. No member shall be entitled to be present or to vote on any question either personally or by proxy or otherwise, or as proxy for another member, at any General Meeting or upon a poll, or be reckoned in a quorum, or to exercise any other privileges as a member, whilst any call or other sum

which shall be due and payable to the Company in respect of any of the shares of such member shall be in arrear.

DIRECTORS

79. Until otherwise determined by a General Meeting the number of Directors shall be not less than two nor more than seven.

80. The Board may from time to time appoint any other person to be a Director, either to fill a casual vacancy or by way of addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed under this Article shall hold office only until the Annual General Meeting following next after his appointment, but shall then be eligible for re-election.

81. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

82. The continuing Directors at any time may act, notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or calling a General Meeting of the Company, but not for any other purpose.

83. The Directors shall be paid out of the funds of the Company for their services in each year such sum as shall be prescribed by the Company in General Meeting. Such remuneration shall be divided amongst the Directors in such proportions and manner as the Board may by resolution determine, and in default of such determination equally. The Directors and also any individual Director holding office for part of a year shall be entitled to a proportionate part of such remuneration. If any Director shall be called upon to perform extra services, or to make any special exertion in going or residing abroad or negotiating or carrying into effect any contracts or arrangements by or for the Company, or otherwise for any of the purposes of the Company, and shall do so, the Board may remunerate such Directors by a fixed sum, or percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided. A Director who becomes a director of any other company as the nominee of this Company may with the approval of the Board retain for his own benefit any remuneration to which he may become entitled in that capacity, notwithstanding that his qualification for such directorship may be held by him in trust for the Company.

84. The office of a Director shall be vacated :—

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.

- (B) If he is found lunatic or becomes of unsound mind.
- (C) If he ceases to hold the number of shares required to qualify him for office.
- (D) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by an order made under the Act.
- (F) If by notice in writing to the Company he resigns his office.
- (G) If he ceases to be a Director by virtue of any provisions of the Statutes.

85. Any provisions of the Statutes which, subject to the provisions of these Articles would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age, or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age shall not apply to the Company.

86. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Board shall approve. A Director may contract with and be interested in any contract proposed contract with the Company either as vendor, purchaser, or otherwise, and shall not be liable to account for any profit made by him by reason of any such contract or proposed contract, provided that the nature of the interest of the Director in such contract or proposed contract be declared at a meeting of the Board as required by and subject to the provisions of Section 199 of the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, and if he do so vote his vote shall not be counted; but this provision shall not apply to any arrangement for giving a Director security for advances or by way of indemnity nor to any allotment of shares or debentures of the Company nor to matters expressly provided for or clearly contemplated by these Articles. A Director may hold office as a Director or other officer or Manager of any other company in which this Company is a shareholder or is otherwise interested, and subject to the approval of the Board, shall not be liable to account to this Company for any remuneration or other benefits receivable by him from such other company.

87. Without prejudice to the power of the Company under Section 184 of the Act to remove a Director by Ordinary Resolution the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead.

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88. The Company in General Meeting may from time to time appoint any other person to be a Director to fill vacancies on the Board not already filled by the Board.

PROCEEDINGS OF DIRECTORS.

89. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, three Directors shall be a quorum. A Director may, and the Secretary at the request of any Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of the Board meetings to any Director who is out of the United Kingdom. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.

90. The Board may elect a Chairman of its meetings, and may determine the period for which such officer shall hold office. The Chairman shall be entitled to preside at all meetings of the Board, but if at any time there is no Chairman or if at any meeting the Chairman be not present at the time appointed for holding the same or willing to preside, the Directors present shall choose some one of their number to be Chairman for such meeting.

91. A meeting of the Board properly summoned at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles vested in or exercisable by the Board generally, but this Article shall be without prejudice to the powers of a sole continuing Director.

92. The Board may delegate any of its powers (other than its powers to borrow money and make calls) to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

93. The meetings and proceedings of any such Committee, consisting of two or more Members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, as far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding clause.

94. All acts done by the meeting of the Board, or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Director.

MANAGING DIRECTOR.

95. The Board may from time to time appoint one of their body to be Managing Director of the Company, either for a fixed term or without any limitation as to the period for which he is entitled to hold such office, and may, subject to any contract between him and the Company, from time to time remove or dismiss him from office and appoint another in his place.

96. A Managing Director shall (subject to the provisions of any contract between him and the Company and to the foregoing provisions) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and subject as aforesaid if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.

97. Subject to the provisions of any contract the remuneration of a Managing Director shall from time to time be fixed by the Board, and may be by way of salary or commission or participation in profits or by any or all of these modes, and either in addition to his share of the remuneration may be treated as part of the working expenses of the Company.

98. The Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as they may think fit, other than the power to make calls, forfeit shares, borrow money or create charges on any part of the Company's property, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient, and from time to time revoke, withdraw, alter or vary all or any of such powers.

MINUTES.

99. The Board shall cause Minutes to be duly entered in books provided for the purpose.

- (a) Of all appointments of officers.
- (b) Of the names of the Directors present at each meeting of the Board and of any Committee of Directors.
- (c) Of all orders made by the Board and Committees of Directors.
- (d) Of all resolutions and proceedings of General Meeting and of Meetings of the Board and Committees of Directors, and such Minutes of any Meeting of the Board or of any Committee or of the Company if purporting to be signed by the Chairman of such meeting or of the next succeeding Meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

POWERS AND DUTIES OF DIRECTORS.

100. The management of the business and control of the Company shall be vested in the Board who may exercise all such powers and do all such acts

and things as may be exercised or done by the Company and are not hereby or by the Statutes expressly directed or required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations from time to time made by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers as given by this article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

101. The Board shall not without the previous sanction of a Special Resolution of the Company sell or otherwise dispose of the undertaking of the Company or any major part of the assets of the Company.

102. The Board may establish any Local Boards or Agencies for managing any of the affairs of the Company in any part of the world, and may appoint any persons to be members of such Local Boards or any Managers or Agents, and may fix their remuneration and may delegate to any Local Board, Manager or Agents any of the powers authorities and discretions vested in the Board with power to sub-delegate, save and except the power to borrow money or make calls, and may authorise the members of any Local Boards or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

THE SEAL.

103. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a Committee of the Directors authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

DIVIDENDS AND RESERVE.

104. Subject to the rights of the holders of any shares entitled to any priority preference or special privileges and to any agreement between the Company and any person or persons upon or in relation to the issue of any shares the profits of the Company available for dividend in each year shall, with the sanction of the Company in General Meeting, be divisible by way of dividend among the members in proportion to the amount paid-up otherwise than in advance of calls on the Ordinary Shares held by them respectively.

105. The Board may from time to time pay to the members on account of the dividends for the current year, such interim dividends, as in their judgement the position of the Company justifies.

106. No dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company, and in dividend shall carry interest as against the Company.

107. No larger Dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller Dividend.

108. The declaration of the Board as to the amount of the profits of the Company available for dividend shall be conclusive.

109. The Board may retain dividends payable on any shares upon which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities and engagements in respect of which the lien exists.

110. The Board may retain any dividends payable upon shares in respect of which any person is under the transmission Articles entitled to become a member, or which any person is under those Articles entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

111. In case several persons are registered as the joint holders of any shares, any one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

112. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the person entitled or in the case of joint holders to that one whose name stands first in the register in respect of such joint holding, and any cheque so sent shall be made payable to the order of the person to whom it is sent and after the cheque is posted by the Company it shall be at the risk of the member.

113. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Notice of any dividend which may have been declared shall be given to the member entitled to participate therein in manner hereinafter prescribed. No dividend or bonus shall, except with the consent of a General Meeting, bear interest against the Company.

114. A General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of the Company or paid-up shares or debentures of any other company, or in any one or more of such ways and the Board shall give effect to such resolution, and where any difficulty arises with regard to the distribution they may settle the same as they think expedient and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments may be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Board.

115. The Company in General Meeting may resolve that any profits available for the purpose (including any accumulations of profit carried to reserve) or any part thereof shall, instead of being distribution of the shares and in such manner as it shall deem expedient, payments in full at par for shares in the Company, to be distributed pro rata among and allotted to the holders of Ordinary Shares in the Company and shall make such provision for and carry out the distribution of the shares and in such manner as it shall deem expedient, and in particular may issue fractional certificates and may make such arrangements for the acceptance, allotment and sale of such shares and fractional certificates and otherwise as they may think fit, or may make any other arrangements (whether by the issue of fully paid shares of any class or otherwise) for satisfying the claims of a shareholder who, on such distribution, would otherwise be entitled to a fraction of a share or shares. Where required a proper contract shall be filed and such appointment shall be effective.

116. The Board may, before recommending any dividend, set aside out of the profits of the Company such sum or sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Board be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for the depletion, depreciation of or repairing or maintaining or making provision for any properties or works or new works connected with the business of the Company, or shall with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend, or for any other purposes for which the profits of the Company may lawfully be applied, and the Board may divide the reserve fund into separate funds for special purposes, and may invest the sums from time to time carried to the credit of such fund or funds in such investments (other than the shares of the Company) as they may select. The Board may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company. Nothing in this Article contained shall in any way prevent the Board from using the reserve fund in the business of the Company in such a way as they from time to time think fit.

ACCOUNTS.

117. The Board shall cause true Accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the assets and liabilities of the Company.

118. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

119. The Board shall from time to time determine whether and to what extent, and at what time and places, and under what conditions or regulations the accounts and books of the Company, or any of them shall be open to the

inspection of the Members, and no Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

120. The Board shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

121. A copy of every Balance Sheet and Profit and Loss Account which is to be laid before a general Meeting of the Company (including every document required by law to be annexed thereto), together with a copy of every report of the Auditors relating thereto and of the Directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

122. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Balance Sheet and statement ascertained by one or more Auditor or Auditors.

123. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by Sections 159 to 162 of the Act, and any statutory modification, extension or re-enactment thereof for the time being in force.

NOTICES.

124. A notice or document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address.

125. All Notices shall with respect to any shares of which persons are joint holders be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all holders of such shares.

126. Any Notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in to the Post Office.

127. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents, shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death, or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as the sole or joint holder unless his name shall at the time of the service of the notice or document have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

128. Where a given number of days notice or notice extending over any other period is required to be given, the day of service shall be excluded in such number of days or other period.

WINDING UP.

129. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision, or by the Court), the liquidator may, with the authority of an Extraordinary Resolution divide among the members in specie or kind, the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kind, and may for such purpose set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes or members, and the liquidator may with the like authority vest any part of the assets in trustees upon such trusts for the benefit of the members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed, and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

130. Subject to the provisions of the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

RJP328CW 16.6.88

Company Number 488466

WARNER BROS. MUSIC LIMITED

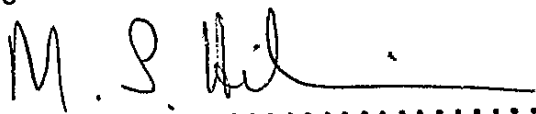
(the "Company")

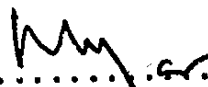
WRITTEN RESOLUTION OF ALL THE MEMBERS OF THE COMPANY
TAKING EFFECT AS A SPECIAL RESOLUTION

We, the undersigned, being all the members of the
Company hereby:-

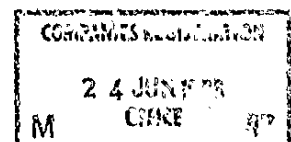
- (1) APPROVE AND RATIFY the appointment of Robin
Godfrey-Cass as a director of the Company with
effect from 9th June 1988, and also note the
resignations of Peter Reichardt and Charles Kaye
as from that date.
- (2) RESOLVE THAT new Articles of Association in the
form attached hereto be and they are adopted in
place of the existing Articles of Association of
the Company, with immediate effect.

Dated 21 June 1988


.....
Duly authorised representative
for and on behalf of
WARNER COMMUNICATIONS (UK) HOLDINGS


.....
Duly authorised representative
for and on behalf of
FC NOMINEES LIMITED

RJP328CW/1



Company Number 488466

THE COMPANIES ACT 1985

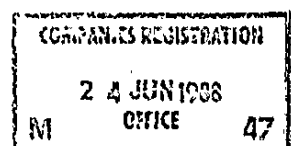
LIMITED COMPANY HAVING A SHARE CAPITAL

WARNER BROS. MUSIC LIMITED

NEW

ARTICLES OF ASSOCIATION

Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH



RJP329CW

RJP329PW 16.6.88

Company Number 488466

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- of -

WARNER BROS. MUSIC LIMITED

(Adopted by Written Resolution on 1988)

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

2.1 The Company is a private limited company and

accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not 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.

2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-

3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; and

3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in

the original or any increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, 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.

PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting

unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorized representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.

7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.

7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An

instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.

- 9.1 Any person may be appointed a director or any director may be removed from office :-

- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or

9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.

9.2 Every such appointment or removal by notice shall take effect from the earlier of (1) on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office or (2) the time when the notice shall express it to take effect from and such notice has been received by an officer, other than the auditors, of the Company.

10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the

remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be

entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or

appointment is considered or the terms thereof are arranged or varied.

15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.

16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

17.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.

17.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-

"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such

notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a resolution of the directors is required shall not take effect until so approved."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-

"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"

and as if there were added thereto the following paragraphs (f) and (g):-

"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or
(g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or

director either personally or in one of the following ways:-

20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its service shall be deemed to be effected in the case of such service :-

20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or

20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post.

In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

21. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

NAMES AND ADDRESSES OF SUBSCRIBERS

W.F. Lyons
109 Kingsway
London WC2

Solicitor

David Sadar
109 Kingsway
London WC2

Solicitor

DATED 7th November, 1950

WITNESS to the above signatures:-

Philippa M. Vincent
109 Kingsway
London WC2
Solicitor's Clerk

Company Number 488466

THE COMPANIES ACT 1985

LIMITED COMPANY HAVING A SHARE CAPITAL

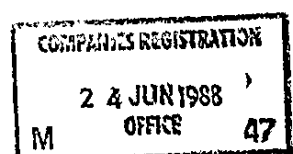
WARNER BROS. MUSIC LIMITED

NEW

ARTICLES OF ASSOCIATION

≡ FRERE CHOLMELEY

28 Lincoln's Inn Fields, London WC2A 3HH
Telephone: 01-405 7878
Fax: 01-405 9056
Telex: 27623 Freres G
LDE: DX 140



Company Number 488466

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- of -

WARNER BROS. MUSIC LIMITED

(Adopted by Written Resolution on 21st June 1988)

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

2.1 The Company is a private limited company and

accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not 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.

2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made:-

3.1 except with the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; and

3.2 unless the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in

the original or any increased capital) of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, 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.

PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting

unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.

- 7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be left. An

instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

- 8 Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.

- 9.1 Any person may be appointed a director or any director may be removed from office :-

- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or

9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.

9.2 Every such appointment or removal by notice shall take effect from the earlier of (1) on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office or (2) the time when the notice shall express it to take effect from and such notice has been received by an officer, other than the auditors, of the Company.

10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the

remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to the provisions of this Article. Any director shall be

entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or

appointment is considered or the terms thereof are arranged or varied.

15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.

16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

17.1 Regulation 67 of Table A shall be read and construed as if the words "by rotation or otherwise" were omitted therefrom.

17.2 Regulation 68 of Table A shall be read and construed as if it contained a second sentence as follows:-

"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the office to the effect that such

notice of appointment or removal has been signed and sent to the office provided that an appointment for which approval by a resolution of the directors is required shall not take effect until so approved."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-

"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"

and as if there were added thereto the following paragraphs (f) and (g):-

"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or
(g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or

director either personally or in one of the following ways:-

20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its service shall be deemed to be effected in the case of such service :-

- 20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or
- 20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post.

In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

21. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

NAMES AND ADDRESSES OF SUBSCRIBERS

W.F. Lyons
109 Kingsway
London WC2

Solicitor

David Sadar
109 Kingsway
London WC2

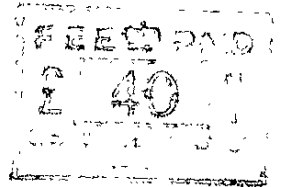
Solicitor

DATED 7th November, 1950

WITNESS to the above signatures:-

Philippa M. Vincent
109 Kingsway
London WC2
Solicitor's Clerk

Company No. 488466



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WARNER BROS. MUSIC LIMITED

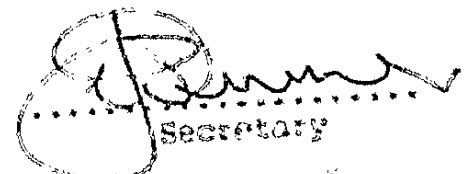
(passed on 4th August 1988)

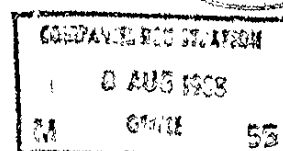
By Written Resolution of all the members of the above-named Company having effect as Special Resolutions the following Resolutions were passed on the above date:

SPECIAL RESOLUTIONS

THAT new Articles of Association in the form attached hereto be and they are hereby adopted in place of the existing Articles of Association of the Company, with immediate effect.

THAT the name of the Company be changed to "Warner Chappell Music Limited".


Secretary



MEMBER OF

MADE IN THE U.K.
GCS

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 488466

I hereby certify that

WARNER BROS. MUSIC LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WARNER CHAPPELL MUSIC LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 AUGUST 1988

[Signature]
an authorised officer

Company Number 488466

CIN
24/8/88.

THE COMPANIES ACT 1948

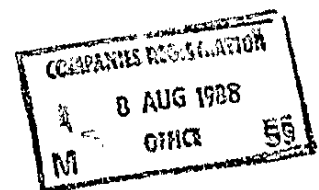
MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION

OF

WARNER CHAPPELL MUSIC LIMITED



≡ FRERE CHOLMELEY

28 Lincoln's Inn Fields, London WC2A 3HH
Telephone 01 405 7878
Fax: 01 405 9056
Telex 27623 Freres G
LDE DX 140

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

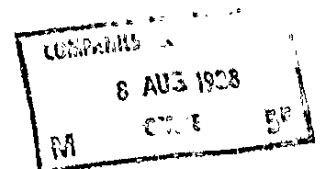
MEMORANDUM OF ASSOCIATION

of

WARNER CHAPPELL MUSIC LIMITED*

1. The name of the Company is "WARNER CHAPPELL MUSIC 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 conduct and carry on in all parts of the world, in all their respective branches, the businesses of makers, producers, exhibitors, distributors, manufacturers, renters, exporters, importers, buyers, sellers, hirers, and publishers of

* On 5th July 1956 the name of the Company was changed to "HARMS-WITMARK LIMITED" pursuant to Special Resolution passed 24th May 1956
On 4th September 1969 the name of the company was further changed to "WARNER BROS. SEVEN ARTS MUSIC LIMITED" pursuant to Special Resolution passed 27th August 1969
On 23rd January 1970 the name of the Company was further changed to "WARNER BROS. MUSIC LIMITED" pursuant to Special Resolution passed 17th December 1969
On 26th April 1971 the name of the company was further changed to "KINNEY MUSIC LIMITED" pursuant to Special Resolution passed 31st March 1971
On 25th April 1972 the name of the company was further changed back to "WARNER BROS. MUSIC LIMITED" pursuant to Special Resolution passed 10th April 1972
The name of the Company was further changed to its present title pursuant to a Special Resolution passed 4th August 1988



gramophone records, magnetic tapes, video tapes and tapes of all kinds, motion pictures and cinematograph and television films of all kinds, theatrical, musical and radio plays, dramas, comedies, revues, ballets, concerts, scenarios, and sketches, and in connection therewith to undertake and carry out all or any of the functions, operations, services or work ordinarily or which can be conveniently undertaken and carried out by persons engaged in such businesses including the engagement and hiring out of the services of artists, singers, dancers, entertainers, directors, producers, writers and other persons engaged in the motion picture, theatrical, radio, television and entertainment industries; to act as theatrical agents, cinematograph agents and general agents.

- (b) To acquire, purchase, sell, hire or licence copyrights, literary rights, musical and performing rights and other rights of whatsoever nature or kind; and to contract and make any arrangement whatsoever with any companies, firms and persons and on any terms in regard to any and all of the aforesaid objects and powers.
- (c) To carry on in any part of the world all or any of the businesses of music printers, copiers, engravers, publishers, composers, arrangers, and dealers, newspaper, journal and magazine

publishers and proprietors, printers, publishers, booksellers, lithographers, stereotypers, stationers, concert hall proprietors, theatre, music hall and cinema proprietors, amusement caterers, refreshment caterers, engineers, electricians, cabinet makers, fancy goods dealers and general store keepers.

- (d) To carry out on business as manufacturers of and dealers in organs, pianos, violins and musical instruments of every description, and cases, accessories, parts and fittings therefor
- (e) To form and conduct bands and orchestras, and supply the services thereof, and of singers, instrumentalists and entertainers generally, on such terms as may be thought fit. To establish and carry on schools for the teaching of music, singing and dancing and elocution and such other accomplishments and acquirements as may be thought fit and to establish and carry on an employment agency or agencies
- (f) To carry on the business of merchants, traders importers, and exporters and dealers in all kinds of goods and stores of all kinds, wholesale and retail
- (g) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit
- (h) To carry on business as manufacturers of all kinds

of apparatus plant and material which can usefully or profitably be employed by the Company in carrying on their businesses and to use sell or dispose of all such apparatus plant and material in any manner for the purpose or benefit of the Company

- (i) To carry on any of the above trades or businesses in any part of the world, to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and 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
- (j) To purchase or otherwise acquire any property, real or personal, and in particular any land, buildings, patents, concessions, businesses or undertakings, or any interest or right therein, whether in possession or reversion, and whether absolute or contingent or determinable, and to manage, develop, sell, mortgage or lease the same or any part thereof or otherwise turn the same to account
- (k) To purchase or otherwise acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person,

corporation or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company

- (l) To enter into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, corporation or company carrying on, engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable or being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares, stocks and securities of any such corporation or company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same, and to lend money or otherwise assist any such person, corporation or company
- (m) To sell the undertaking of the Company or any part thereof belonging to the Company for such consideration as the Company may think fit, and in particular for shares, stock, debentures or securities of any other company, or any interest in the profits of any other Company, partnership, persons or person
- (n) To promote or assist in promoting any other company for the purpose of acquiring all or any of

the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to subscribe for, otherwise acquire, hold and dispose of the whole or any part of the shares or debentures or other interest of and in such company

- (o) To purchase, take on lease or in exchange, hire or otherwise acquire, improve, adapt, develop and work any real or personal property, including patents and patent rights, and copyrights and/or licences to use the same, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or the turning to account of any of its property
- (p) To invest, lend or otherwise deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined
- (q) To borrow or raise money from the Directors of the Company or any other person, persons or company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise (whether floating or otherwise) charged upon any of the Company's property both present and future, including its uncalled capital
- (r) To construct, maintain and alter any buildings or

works necessary or convenient for the purposes of this Company

- (s) To remunerate any person or company for services rendered in placing or assisting to place, or guaranteeing the placing of, or underwriting any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the promotion of the Company or the conduct of its business
- (t) To make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments
- (u) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of this Company
- (v) To accept surrenders of shares in the Company upon any terms and for any consideration
- (w) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents of such persons
- (x) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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

(y) To do all such other things as are incidental or conducive to the attainment of the above objects

AND 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 or not, and whether domiciled in the United Kingdom or otherwise, and that the objects specified in each paragraph of this clause, shall be separate and independent objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company

4. The liability of the members is limited

5. The share capital of the company is £100, divided into 100 shares of £1 each

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 AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
---------------------------------------	--

W.F. LYONS
109 Kingsway
London WC2

ONE

Solicitor

DAVID SACKER
109 Kingsway
London WC2

ONE

Solicitor

DATED 7th November 1950

WITNESS to the above signatures:-

PHILIPPA M. VINCENT
109 Kingsway
London WC2

Solicitor's Clerk

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WARNER CHAPPELL MUSIC LIMITED*

(Adopted by Special Resolution passed 4th August 1988)

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in Section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the

* The Company was incorporated with the name Harms-Connelly Limited on 18th November 1950. On 5th July 1956 its name was changed to Harms-Witmark Limited. On 4th September 1969 the name was further changed to Warner Bros. - Seven Arts Music Limited. On 23rd January 1970 the name was further changed to Warner Bros. Music Limited. On 26th April 1971 the name was changed to Kinney Music Limited. On 25th April 1972 the name was further changed to Warner Bros. Music Limited and then to its present title pursuant to a Special Resolution passed 4th August 1988

Company.

PRIVATE COMPANY

- 2.1 The Company is a private limited company and accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not 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.
- 2.2 Sub-section (1) of section 89 of the Act shall not apply to the Company.

POWER TO ISSUE SHARES

3. The directors may issue shares in the capital of the Company provided that no issue shall be made unless:-
- 3.1 the issue has the prior approval of the Company in general meeting or the prior written consent of the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company; or
- 3.2 the issue has been authorised pursuant to section 80 of the Act whether by Article 5 or otherwise.

4. Where the directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any increased capital, of the Company to such persons at such times and for such consideration and generally on such terms and conditions as the directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of section 80 of the Act and of Article 3.2 the directors are unconditionally authorised to allot relevant securities (as defined in section 80 of the Act) at any time or times during the period of five years from the date of adoption of these Articles up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such adoption. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, 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.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the business to be transacted is present; two such members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all such members having the right to attend and vote at the meeting shall be a quorum.
- 7.2 An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may accept and shall be signed by the appointor or his attorney or in the case of a corporation shall be given under its common seal or signed on its behalf by an officer of the corporation or his attorney.
- 7.3 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is specified, at the office) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex, telecopier or

cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or the office) where the proxy is to be used. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

- 7.4 Regulation 54 of Table A shall be read and construed as if the words "or by proxy" were inserted after the words "present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

DIRECTORS

8. Regulation 84 of Table A shall be read and construed as if the last sentence was omitted therefrom.

- 9.1 Any person may be appointed a director or any director may be removed from office :-

- 9.1.1 by notice in writing of such appointment or removal, given to the Company by the holder or holders of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, and signed by such holder or holders or, in the case

of a holder which is a corporation, signed by any director or the secretary of the corporation, and left at or sent to the office; or

9.1.2 by ordinary resolution of the Company in general meeting and without the need to give special notice of such resolution under section 379 of the Act.

9.2 Every such appointment or removal by notice shall take effect on and from the date on which the same is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex, telecopier or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office.

10. If any director shall be called upon to perform special services or goes or resides abroad for any purpose of the Company, the directors may arrange with such director for such special remuneration for such services either by way of salary, commission or the payment of a lump sum of money or otherwise as they shall think fit.

11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any

other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

12. The directors may on behalf and out of the moneys of the Company pay or provide or agree to pay or provide, in addition to any other remuneration, pensions or annuities (either revocable or irrevocable and either subject or not subject to any terms or conditions) gratuities, superannuation, sickness, benevolent, compassionate, welfare or other allowances and benefits, life or endowment assurances or other like benefits for all or any of the directors who hold or have held executive office or salaried employment in the Company or in any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company or for any other person or persons who may have served the Company or any such other company as aforesaid or for the spouse or other relative or dependant of any such director or other person. The directors shall also have power to establish and maintain, and to concur with any company which is or was a subsidiary of the Company or its holding company or allied to or associated with the Company in establishing and maintaining, and to make contributions out of the Company's moneys to schemes, funds, policies or trusts (either contributory or non-contributory) for providing, any benefits pursuant to

the provisions of this Article. Any director shall be entitled to receive and retain for his own use any such pension, annuity, gratuity, allowance, assurance or other benefit and his right so to do shall not be affected by his being appointed or continuing in office as a director or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

13. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

14. A director, notwithstanding his interest in a particular matter but subject to his complying with section 317 of the Act shall be entitled as a director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he does so vote, his vote shall be counted and he may, notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at

any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

15. Notice of all meetings of the directors shall be given to every director and alternate director whether or not he is for the time being absent from the United Kingdom and regulations 88 and 66 of Table A shall be modified accordingly.

16. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

ALTERNATE DIRECTORS

17.1 Regulation 65 of Table A shall be read and construed as if the words "any other director, or" and "approved by resolution of the directors and" were omitted therefrom.

17.2 Regulation 67 of Table A shall be read and construed as if the words "by resolution or otherwise" were omitted therefrom.

17.3 Regulation 68 of Table A shall be read and construed as

if it contained a second sentence as follows:-

"Such notice shall take effect on and from the date on which it is left or received at the office or (as the case may be) on and from such earlier date on which an intimation by telex, telecopier or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office."

DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be read and construed as if paragraph (d) was deleted therefrom and there was substituted therefor the following paragraph (d):-

"(d) (not being a director appointed for a fixed and still current term to a salaried employment or office in the Company) he resigns his office by notice in writing to the Company;"

and as if there were added thereto the following paragraphs (f) and (g):-

"(f) the directors resolve that he is physically and mentally incapable of performing his duties; or

(g) he is removed in accordance with Article 9."

CAPITALISATION OF PROFITS

19. Paragraph (c) of regulation 110 of Table A shall be read and construed as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

NOTICES

20. A notice may be given by the Company to any member or director either personally or in one of the following ways:-

20.1 By sending it by pre-paid post to him at his registered address. A notice sent to an address within the United Kingdom shall be sent by first class post and a notice sent to an address outside the United Kingdom shall be sent by airmail. Where a notice is sent by post its service shall be deemed to be effected in the case of such service :-

- 20.1.1 to an address within the United Kingdom on the expiration of two days from the date on which the notice or document is put in the post, or
- 20.1.2 to an address outside the United Kingdom on the expiration of seven days from the date on which the notice is put in the post.

In proving service it shall be sufficient to prove that the notice was properly addressed and put into the post as a pre-paid letter in accordance with the provisions hereof.

20.2 By cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day in the country of the recipient following

its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address.

WINDING-UP

21. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

NAMES AND ADDRESSES OF SUBSCRIBERS

W.F. LYONS
109 Kingsway
London WC2

Solicitor

DAVID SACKER
109 Kingsway
London WC2

Solicitor

DATED 7th November 1950

WITNESS to the above signatures:-

PHILIPPA M. VINCENT
109 Kingsway
London WC2

Solicitor's Clerk

G**242****Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests**

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

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

* Insert full name of company

† delete as appropriate

To the Registrar of Companies

For official use

Company number

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488466

Name of company

* Warner Chappell Music Limited

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ [which ended on]†

Day Month Year

3	0	1	1	1	9	9	2
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Signed

[Director][Secretary]† Date 10/9/93

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
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Presenter's name address and reference (if any):

Mr B Hitchens
129 Park Street
London W1Y 3FAFor official Use
General Section

Post room



Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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488466

Name of company

* Warner Chappell Music Limited

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

* Insert full name of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending] [which ended on]†

† delete as appropriate

Day Month Year

3	0	1	1	1	9	9	3
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Signed

Sh. Chinn

(Director) (Secretary) † Date

1/9/94

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.


0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

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

Ms S Skinner
129 Park Street
London W1Y 3FA

For official Use
General Section

Post room

	
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COMPANIES HOUSE 03/09/94	