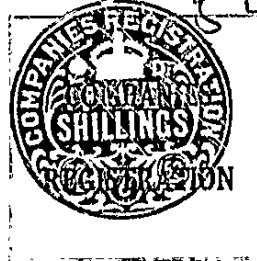
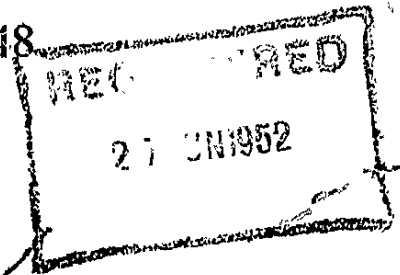


No. of Company **509254**

Form No. 41.

THE COMPANIES ACT, 1948



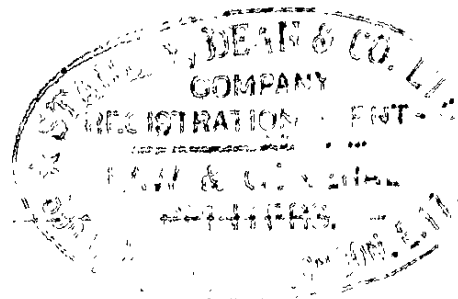
A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

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

Pursuant to Section 15 (2) of the Companies Act 1948.

Name
of
Company { **Granado Music Co. Limited.**

Presented by



I, Dennis Malcolm Anderson,
of 53, Dunkery Road,
Birmingham, B.M.9.

Do solemnly and sincerely declare that I am ^(a) The person
named in the Articles of Association as the
Secretary.

of Chaminade Music Co. 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 Gray's Inn
in the County of London

the 19th day of June
one thousand nine hundred and forty-two
before me.

H. W. Clarke
^(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent"
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."

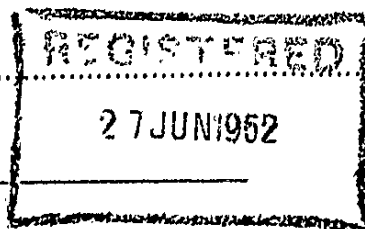
(b) or Notary Public or Justice of the Peace.

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

No of Company.....509254/2



.....Chaminade Music Co.....LIMITED.



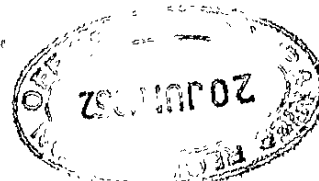
STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act,

1. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

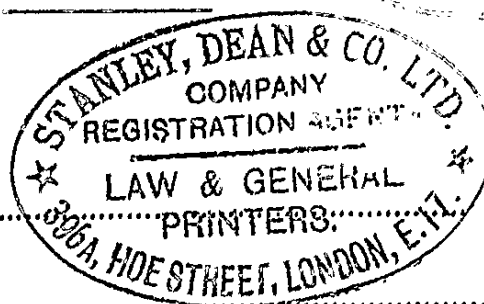
This Statement is to be filed with the Memorandum of Association, or other Document,

in the Company is registered.

Handwritten signature



Presented for registration by



mps
303.

The NOMINAL CAPITAL of.....

.....Ghaminade Music Co..... Limited,

is £100....., divided into.....100.....shares of £1.....

each.

Signature.....*Dhnanadan*.....

Description.....**SECRETARY.**.....

Date.....1951.2.20.....1952.....

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



The Companies Act, 1948.

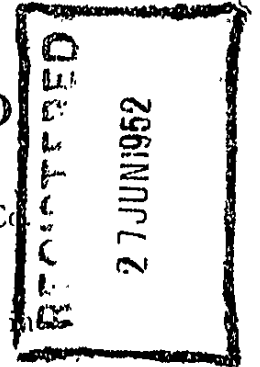


COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CHAMINADE MUSIC CO. LIMITED

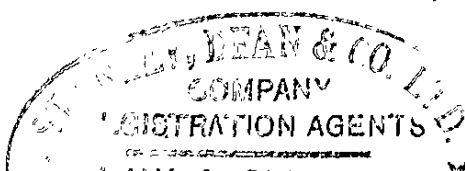


1. The name of the Company is:— "Chaminade Music Co. Limited."

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are:—

- W.D. 7/4*
W.D. 7/4
- (A) i. To carry on business as ^{PUBLISHERS} music ~~printers~~ ^{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, artists agents, amusement caterers, refreshment caterers, engineers, electricians, cabinet makers, fancy goods dealers and general storekeepers.
- ii. To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of reproduction, representation and any other rights of or in music, songs, words, plays, operas, comedies, burlesques and compositions.
- iii. To assist musicians, actors, singers, dancers and others in similar capacities to obtain engagements at theatres, music and dance halls and other places of amusement and entertainment and in connection with cinema film productions and to undertake the complete management of their business and personal affairs.
- iv. To carry on the business of an employment agency with the licence of the London County Council under Part III of the London County Council (General Powers) Act, 1921.
- W.D. 7/4*



2299



- v. 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; and of and in stationery, gramophones, wireless sets, and sound-making, reproducing and amplifying instruments, apparatus, fittings and supplies therefor.
- vi. 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.
- vii. 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.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (C) To purchase, sell, exchange, improve, mortgage, charge rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein.
- (D) To erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.

- (E) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (F) To apply for, purchase or otherwise acquire any copyrights, patents, licenses, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (G) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.
- (H) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (I) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person,

persons, firm, or Company, carrying on a business having objects similar or complementary to those of the Company or any of them.

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (M) To purchase, subscribe for, or otherwise acquire, and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (N) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (O) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one

way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.

- (P) To pay out of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (Q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (R) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (S) To distribute any property of the Company in specie among the members in accordance with their rights.
- (T) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (U) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

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

6.

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 Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges whether qualified or not attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each subscriber.
<p>Margaret Doreen Naylor. 15 Fairfax Mansions. N.W.3. Secretary.</p> <p>Peter James Reeves 15, Barth Road, Stroud Green, London, N.4 Accountants' Clerk.</p>	<p>One</p> <p>One</p>

Dated the 19th day of June 1962.

Witness to the above Signatures:—

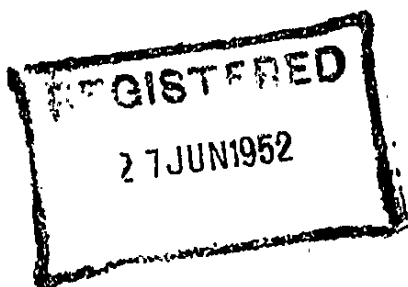
P. G. Lees
22, Axminster Cres.,
Welling.
Kent.

Clerk.



The Companies Act, 1948.

COMPANY LIMITED BY SHARES



Articles of Association

OF

CHAMINADE MUSIC CO. LIMITED.

PRELIMINARY.

1. The regulations contained in Table A, Parts I and II, but excluding regulations numbers 24 and 53 of Part I in the first Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles, so far as such exclusion or variation is consistent with statutory requirements.

2. Clauses 24, 53, 75, 77, 79, 88, 99 and 106 of Part I of Table A shall not apply to the Company, Clause 11 of Table A, Part I shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained, and the remaining clauses of Table A, Part I, which are incorporated in Table A, Part II, together with Clauses 2 to 6 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.

3. The Company is a private company within the meaning of Section 28 of the Companies Act, 1948.



SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Subject to Clause 6 of Part I of Table A, the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder

DIRECTORS.

6. Until the Company in General Meeting shall otherwise determine the number of the Directors shall not be more than five but may be one. The first Directors shall be nominated in writing by the signatories to the Memorandum and Articles of Association of the Company.

7. The qualification of a Director shall be the holding of at least one share in the Company. A Director may act before acquiring his qualification, but a Director who is not already qualified must obtain his qualification within two months after his appointment.

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

- (a) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification ; or
- (b) If he becomes bankrupt, or compounds with his creditors ; or
- (c) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act 1948 ; or
- (d) If he is found lunatic, or becomes of unsound mind ; or
- (e) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (f) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time.

9. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

10. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

II.

SECRETARY.

11. Subject to the provisions of Clauses 110 and 111 of Part I of Table A, the first Secretary of the Company shall be:—
Dennis Malcolm Anderson. In the event of the office of Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

Names, Addresses and Descriptions of Subscribers.

Margery Dorcas Naylor
 5 Fairfax Gardens.
 N.W. 3.
 Secretary.

Peter James Reeves
 15, Lark Road,
 Stound Green,
 London,
 N.4.

Accountants' Clerk.

Dated the 19th day of June 1952.

Witness to the above Signatures :—

P. C. Giles
 22, Axminster Cres.,
 Welling,
 Kent.

Clerk.

DUPLICATE FOR THE FILE

No. 509254



Certificate of Incorporation

I Hereby Certify, That

CHAMINADE MUSIC CO., LIMITED

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

Given under my hand at London this Twenty-seventh day of June One Thousand Nine Hundred and Fifty-two.

[Signature]
Registrar of Companies

Certificate
received by

[Signature] Stooker P. Stanley, Secy. & Co. Ltd.

Date 27/6/52

509054/8

CR 5/

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION
of
CHAMINADE MUSIC COMPANY LIMITED
passed the 12th day of November 1952.



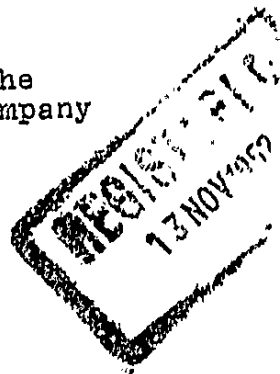
AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 12th day of November 1952 at 20 Denmark Street, London, W.C.2. the following Resolution was passed as a SPECIAL RESOLUTION:-

"THAT the name of the Company be changed from Chaminade Music Company Limited, the Company's present name, and that the Company shall in future be known by the name "JEROME MUSIC COMPANY LIMITED".

Dated this 12th day of NOVEMBER 1952.

J. C. Fildes

Chairman of the Meeting.



PRIVATE COMPANY

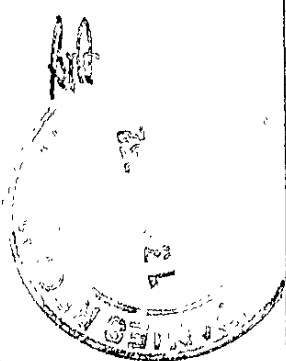
certify that, to the best of our knowledge and belief, the provisions mentioned in sub-section (2) of Section one hundred and nine of the Companies Act 1948, are satisfied at this date and have been satisfied at all times since 27th June, 1952.

Dated this 12th day of NOVEMBER 1952.

J. C. Fildes Director.

-A 4196

R. R. R. R. R. Secretary.



Company Number...509254.....

B

Reference: C. R. 98/1881/52



COMPANIES ACT, 1948

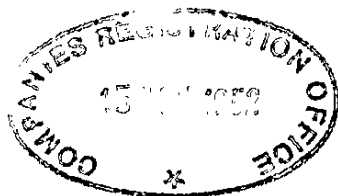
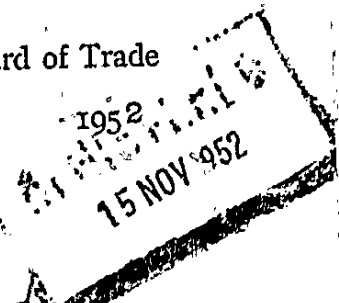
..... CHAMINADE MUSIC CO., Limited

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

JEROME MUSIC COMPANY LIMITED

Signed on behalf of the Board of Trade

this fifteenth day of November



[Signature]
Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FILE

509254



Change of Name

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

I Hereby Certify that.....

CHAMINADE MUSIC CO., 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

JEROME MUSIC COMPANY LIMITED

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

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

Registrar of Companies.

Certificate received by: Postal

Date: 17/11/52

A 4507

Q

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

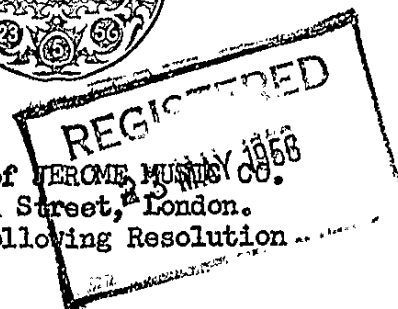
of

JEROME MUSIC CO., LIMITED



Passed the 2nd day of MAY, 1956.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of JEROME MUSIC CO., LIMITED duly convened and held at 107/111 New Oxford Street, London, W.C.1. on Wednesday, the 2nd day of May, 1956, the following Resolution was passed as an EXTRAORDINARY RESOLUTION:-



"THAT the Share Capital of the Company which now consists of £100 divided into 100 shares of £1 each be subdivided into 40 "A" shares of £1 each numbered 1 to 40 inclusive and 60 "B" shares of £1 each numbered 41 to 100 inclusive. The said "A" shares shall confer on the holders thereof the right to attend and vote at General Meetings of the Company but shall not confer on the said holders any right to participate in the profits of the Company. The said "B" shares shall not confer on the holders thereof the right to attend and vote either in person or by proxy at or receive notice of any General Meeting of the Company, but the holders thereof shall be entitled to participate in the profits of the Company which the Directors may from time to time determine to distribute by way of dividend. The said "B" shares shall further confer on the holders thereof the right to participate in the surplus assets, if any, in the event of the winding up of the Company".

E. Field

Chairman of The Meeting

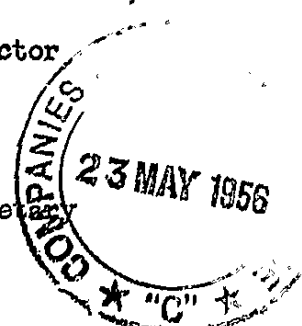
We certify that, to the best of our knowledge and belief, the conditions mentioned in sub-section (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this Resolution and have been satisfied at all times since 27th June 1952.

B. G. Field

Director

W. H. ...

Secretary



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Special Resolutions

OF

Jerome Music Company Limited.

Passed the 9th day of July, 1959

AT an EXTRAORDINARY GENERAL MEETING of the Company held at 107/111 New Oxford Street London W.C.1. on the 9th day of July 1959 when all members of the Company were present

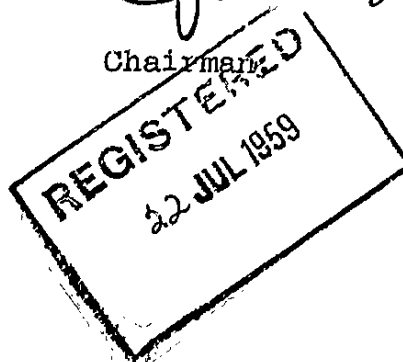
It was resolved that the following resolutions be passed as SPECIAL RESOLUTIONS:-

(a) that the capital of the Company be increased to £120 divided into 120 shares of £1 each and

(b) that the name of the Company be changed to "Dorsey Brothers Music Limited"

James J. J. J.

Chairman



C. 600



Company Number...509254.....



B

Reference: C.R. 98/2244/59

BOARD OF TRADE,

COMPANIES ACT, 1948

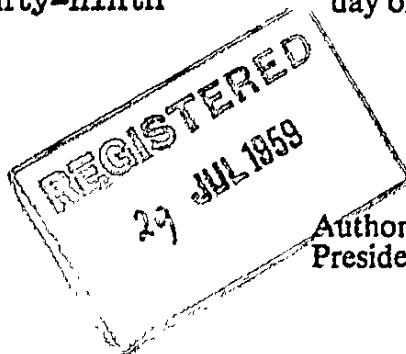
JEROME MUSIC COMPANY

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 **DORSEY BROTHERS MUSIC LIMITED**

Signed on behalf of the Board of Trade

this twenty-ninth day of July 1959.



JH Davies

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

No. C. 60.

DUPLICATE FOR THE FILE.

No. 509254

21



Certificate of Incorporation on Change of Name

Whereas

JEROME MUSIC COMPANY LIMITED

was incorporated as a limited company under the

Companies Act, 1948,

on the **twenty-seventh** day of **June, 1952**

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

DORSEY BROTHERS MUSIC LIMITED

Given under my hand at London, this **twenty-ninth** day of **July** One thousand nine hundred and **fifty nine**.

JH Davies

SENIOR ASSISTANT Registrar of Companies.

Certificate received by *Carl Foster*

Date *29/7/59*

Q

THE COMPANIES ACT, 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company { JEROME MUSIC COMPANY.

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

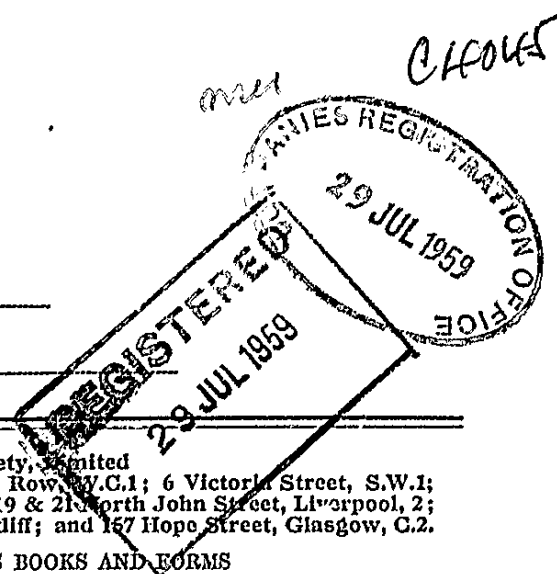
Davenport Lyons & Co.,

14 Soho Square,

W.1.

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;
65 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 167 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



JEROME MUSIC COMPANY

* "Ordinary",
"Extra-ordinary", or
"Special".

£ 20 9/12

Number of Shares

Nominal amount
of each Share

~~25~~ 20 JN

£1.

The 100 fully paid A and B shares of the Company will be exchanged for 100 Ordinary Shares ranking pari passu. with the additional capital.

Signature

Results See

Dated the 27th day of July 1959.

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

JEROME MUSIC COMPANY.

LIMITED

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

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

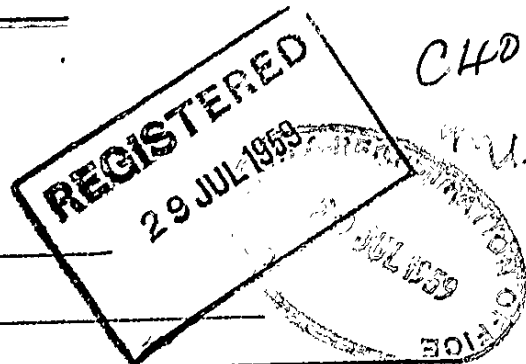
The Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Represented by

Davenport Lyons & Co.,

14 Soho Square,

W.1.



CHD46.

The Solicitors' Law Stationery Society, Limited.

Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 4; 30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

JEROME MUSIC COMPANY

Limited

has by a Resolution of the Company dated

9th July 1959 been increased by

the addition thereto of the sum of £ ~~25.~~ £20 ^{1/2}

divided into:—

20 ^{1/2} Shares of £1. each

Shares of _____ each

beyond the registered Capital of £100.

Signature

(State whether Director or Secretary)

Dated the

27th

day of

July

1959.

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

Private

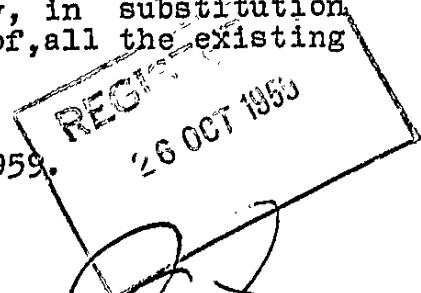


Dorsey Brothers Music Limited.

MINUTES of an EXTRAORDINARY GENERAL MEETING of the Company when all the members for the time being entitled to receive notice of and attend and vote at all General Meetings of the Company were present, the following resolution was duly passed as a SPECIAL RESOLUTION :-

"THAT the Regulations contained in the printed document submitted to us and for the purpose of identification subscribed by the Chairman of the Board of Directors be approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, all the existing Articles thereof."

DATED this 14th day of October, 1959.



[Handwritten signature]

Chairman.

*Dorsey Brothers Music Ltd.
14 Cohn Square
London, W.1
3/11/59*

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

DORSEY BROTHERS MUSIC LIMITED

(Adopted by Special Resolution passed on the 14th day of October, 1959)

PRELIMINARY.

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 be deemed to be incorporated in these Articles and shall apply to the Company except in so far as they are excluded or varied hereby; that is to say, regulations 2, 3, 15 to 21 (inclusive), 24, 26, 30, 31, 33 to 43 (inclusive), 53, 60, 75, 76, 84, 86, 87, 88, 89 to 95 (inclusive), 99, 107, 108 and 135 in Part I of Table A shall not apply to the Company: but in lieu thereof and in addition to the remaining regulations in Part I of Table A the following shall be the regulations of the Company.

2. The Company is a Private Company and regulations 2, 4, 5 and 6 (but not regulations 1 and 3) in Part II of Table A shall also apply to the Company. Where any of the regulations of Table A and the Articles of Association are inconsistent, the said Articles shall prevail.

CAPITAL.

3. The share capital of the Company is £120, divided into forty "A" Shares of £1 each and eighty "B" Shares of £1 each. The said "A" Shares shall confer on the majority of the holders thereof the right to appoint one Director of the Company and to fill any vacancy in respect of such appointment. The said "B" Shares shall confer on the majority of the holders thereof the right to appoint two Directors of the Company including the Chairman of the Board of Directors and to fill any vacancies in respect of such appointments. In all other respects both classes of shares shall rank *pari passu*.

4. Save as hereby provided in Article 8 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 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 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 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 regulation 4 in Part I of Table A.

6. 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.

LIEN.

7. The lien conferred by regulation 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 several joint holders.

TRANSFER OF SHARES.

8. The holders of " B " Shares in the Company if a body corporate shall be entitled to transfer all or any part of their shareholding to any of its shareholders or to a body corporate which is, in relation

4

to such member, the holding company or the subsidiary company or the subsidiary company of the same holding company or to a body corporate which has acquired or agreed to acquire in connection with any scheme of amalgamation or reconstruction, the whole or the main part of the undertaking and assets of such member. Subject thereto none of the shares shall be transferred, pledged, hypothecated, sold, seized or any way incumbered without the consent of all members of the Company.

9. No transfer shall be registered of any share in the capital of the Company to any person who is an infant, a bankrupt or a person of unsound mind.

GENERAL MEETINGS.

10. (A) Notwithstanding any provisions to the contrary contained in these Articles and Table A and subject to acceptance of short notice as herein provided no General Meeting of the Company shall be convened by less than thirty days' clear notice and regulation 50 of Table A shall be read and construed accordingly.

(B) No business shall be transacted at any General Meeting of the Company unless a quorum of members is present before the meeting proceeds to business. A quorum shall be two members present in person or by proxy.

(C) Subject to the provisions of the Companies Act, 1948, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at all General Meetings of the Company (or, being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS.

11. (A) There shall not be more than three nor less than two Directors.

(B) Subject to the provisions of Article 15 every Director appointed under the provisions of these Articles shall be entitled to hold office until removed by the holders for the time being of a majority of the shares conferring the right of appointment of such Director.

(C) As and whenever a Director appointed 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.

(D) The quorum necessary for the transaction of the business of the Directors shall be two.

POWERS OF DIRECTORS.

12. 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 the Statutes 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 regulations made shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

BORROWING.

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

MANAGING DIRECTOR.

14. The holders of "A" Shares may appoint one of the Directors of the Company appointed by them to the office of Managing Director, subject to the approval of the holders of the "B" Shares and he may be removed from that office by the majority of the shareholders. The Managing Director shall receive no salary or other remuneration from the Company in respect of that office.

DISQUALIFICATION OF DIRECTORS.

15. 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 become prohibited from being a Director by reason of any order made under section 188 of the Act;
- (E) if he become bankrupt.

16. 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 Article, 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.

ALTERNATE DIRECTORS.

17. 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 Article shall be effected by notice in writing under the hand of the Director making the same.


Chairman of the
Board of Directors.

61 Frith Street,
LONDON W1V 5TA.

April 3rd. 1973

Mr. Rockburger,
Davenport Lyons & Co.,
27 Soho Square,
LONDON, W.1.

Dear Mr. Rockburger,

re: DORSEY BROTHERS MUSIC LTD.

Confirming our telephone conversation this morning, when you agreed that your clients were at fault in not submitting the annual returns of the above company.

It is understood that you are personally contacting the Board of Trade submitting the outstanding returns, and arranging for the summons against me to be withdrawn.

I shall telephone you in 3-4 days, as you suggest.

Please accept my resignation as a director of the above company as from today's date.

Yours sincerely,

H. C. FIELDS

Copy of this letter
sent to:-
Mr. H. Chism }
Mr. P. Finlay } 4.4.73



The Solicitor (Prosecutions Branch)

Department of Trade and Industry

Kingsgate House 66-74 Victoria Street London SW1E 6SH

Telex 27366 Answer back DTIHQ LDN

Telephone 01-828 1232 ext 3933
222 7877

H C Fields Esq
61 Frith Street
London W1

Your reference

Our reference AR/WS/1-5/31

Date 25th April 1973

Dear Sir

COMPANIES ACT 1948
RE: DORSEY BROTHERS MUSIC LTD

I am instructed to acknowledge receipt of your letter dated 6 April 1973 addressed to the Secretary of State.

I note that you have resigned your directorship of the above company but must inform you that this does not materially affect the summons against you and it is the intention of the prosecution to proceed with the matter. You may wish to know, however, that Messrs Davenport Lyons & Co, who act for another of this company's directors who faces similar charges, are likely to apply to the Court for the hearing to be adjourned.

Please note that when the hearing takes place the prosecution will apply for leave to amend the commencing date of the 4 charges against you to "15 July 1972" (ie 15 days after the date of the letter from the Registrar of Companies referred to in the statement of Mrs R A Cooper). I regret that the date "6 March 1972" was stated on the summons as the result of a clerical error.

Yours faithfully

D. P. Allen

for B J Smith
for the Solicitor

G

COMPANIES FORM No. 353

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

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

Please do not
write in
this margin

Pursuant to section 353 of the Companies Act 1985

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

* insert full name
of company

To the Registrar of Companies

For official use

Company number

[] [] [] []

509254

Name of company

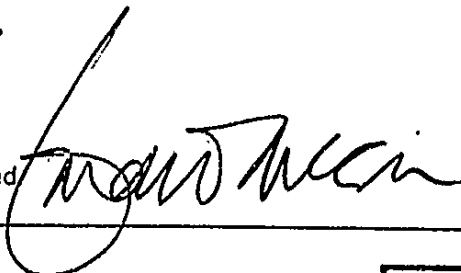
• Dorsey Brothers Music Limited

gives notice that the register of members is [now] kept at:

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

I delete as
appropriate

Signed



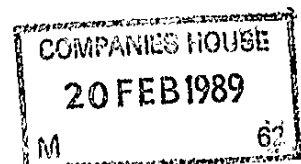
[Director][Secretary]† Date

16/1/89

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

For official Use
General Section

Post room



G

COMPANIES FORM No. 325

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

325

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

Please do not write in this margin

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

To the Registrar of Companies

For official use Company number

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

[] [] [] []

509254

Name of company

• Dorsey Brothers Music Limited

* insert full name of company

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

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

† delete as appropriate

Signed

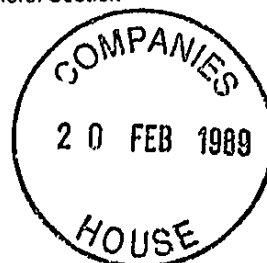
[Signature]

[Director][Secretary]† Date

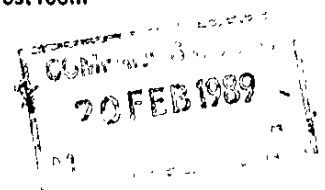
16/2/89

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

For official Use
General Section



Post room



G**225(2)**

Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf - Note 7)

Company number

509254

Name of company

* **DORSEY BROTHERS MUSIC LIMITED**

* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 6 overleaf before completing this form.

† delete as appropriate

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

Day Month

3 1 1 2

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

Day Month Year

3 1 1 2 1 9 9 0

If neither of these statements can be completed, the notice cannot be given.

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of **MUSIC SALES LIMITED**

, company number **315155**

the accounting reference date of which is **31st December**

5. If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

6. Signed

Designation‡

Company Secretary

Date 05/04/1991

Presentor's name address

telephone number and reference (if any):

For official use

DEB

COMPANIES HOUSE
09 APR 1991
M 37

COMPANIES HOUSE
08 APR 1991
M 37

Company Number: 509254

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF DORSEY BROTHERS MUSIC LIMITED

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

SPECIAL RESOLUTION:

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

..... *F H Johnson*
F H Johnson
CHAIRMAN

Entered True Copy of Original
W Hignall
COMPANY SECRETARY
6.12.93

