

## THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the  
requirements of the Companies Acts 1948 to 1976  
on application for registration of a companyPursuant to section 15(2) of the Companies Act 1948  
as amended by the Companies Act 1976

41

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold black lettering

Company number

1333197/1

Name of Company

HIT &amp; RUN MUSIC (PUBLISHING)

Limited\*

DONALD EDWARD GELSTHORPE WING

of REGIS HOUSE, 134 PERCIVAL ROAD, ENFIELD, MIDDLESEX.

do solemnly and sincerely declare that I am† A person

named as Secretary of the Company in the statement delivered under section 21  
of the Companies Act 1976.

of HIT &amp; RUN MUSIC (PUBLISHING) Limited\*

and that all the requirements of the Companies Acts 1948 to 1976  
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 MARTIN SHEPHERD AND CO

2-4-6 SILVER STREET

ENFIELD

the 23rd day of September  
One thousand nine hundred and seventy sevenbefore me  
A Commissioner for Oaths†Presentor's name, address and  
reference (if any)  
REICHMANN & WING LTD.  
Regis House,  
134 Percival Road,  
Enfield, Middlesex.For official use  
General section

Post room

\* delete if  
inappropriate† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976† or Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner  
for Oaths

COMPANY LIMITED BY SHARES

**Memorandum of Association**

- of -

HIT & RUN MUSIC (PUBLISHING) LIMITED

1. The name of the Company is:-

"HIT & RUN MUSIC (PUBLISHING) LIMITED"

2. The Registered Office of the Company will be situate in England.

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

(a) To carry on all or any of the following businesses: Music publishers, producers, dealers, printers, transcribers, arrangers, writers, orchestrators, copyists, directors, composers, lyricists, songwriters, copywriters, script-writers, playwrights, dramatists, journalists, press and publicity agents, music and copyright agents, general entertainment and music agents and contractors, impresarios and managers in and about the music, entertainment and allied industries generally, proprietors of music, recording, film and other studios and practice rooms, arts and similar centres, musicians, artistes, vocalists, entertainers and other performers in any or all of the popular, rhythm, dance, jazz, beat, classical, dramatic, choral, operatic or other specialty fields and whether as individuals, or in groups or otherwise, manufacturers, producers, makers, processors, pressers, distributors, dealers, importers, exporters, engineers, and general traders in and of all kinds of records, films, cassettes, tapes and all other audio, visual and allied equipment, devices and supplies, producers, directors, distributors, consultants, agents and experts in and for the creation, production, distribution and other aspects of television and radio programmes, concerts, recitals, films, plays, entertainments and other presentations whether live or recorded; to exploit the goodwill value and other rights in the name or property of the company or others and to grant licences for the use of any such name in connection with any projects whatsoever.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

**REICHMANN & WING LIMITED**

Regis House,  
424 Barchival Road,

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.


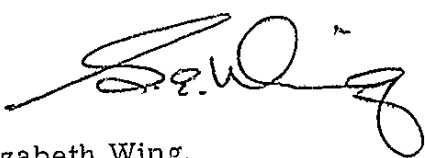
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

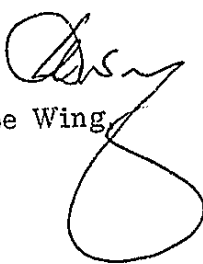
5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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 (in words) taken by each Subscriber
 William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Director	One
 Sheila Elizabeth Wing, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Director	One

DATED this 23rd day of September 1977

WITNESS to the above Signatures:

  
Donald Edward Gelsthorpe Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Secretary

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

**Articles of Association**

- of -

HIT & RUN MUSIC (PUBLISHING) LIMITED

PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part II of Table A, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 53, 71, 75, 79, 96 and 97 in Part I of Table A shall not apply to the Company.

SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the shares in the capital of the Company may be allotted or otherwise disposed of for such consideration and upon such terms and at such times as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount. When shares are issued at a premium, whether for cash or otherwise, the provisions of section 56 of the Act shall be observed.



5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the 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 the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Clause 3 of Part II of Table A shall not apply to such transfers save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of a Share on which the Company has a lien.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The proviso at the end of Clause 32 of Part I of Table A shall be omitted.

#### PROCEEDINGS AT GENERAL MEETINGS

10. Clause 58 in Part I of Table A shall be modified by the omission of the word 'three' and the substitution of the word 'two' in paragraph (b).

## BORROWING POWERS

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

## DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five.

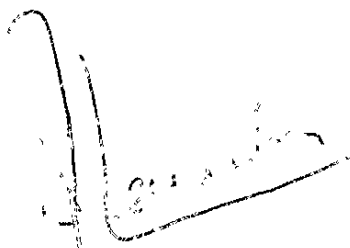
#### FIRST DIRECTORS AND SECRETARY

18. The first Secretary shall be Donald Edward Gelsthorpe Wing. The first Directors shall be John Anthony Smith and Pauline Glenis Smith.

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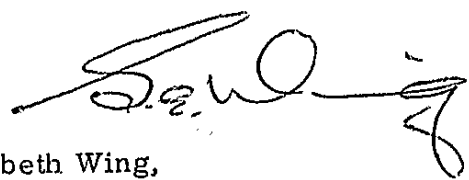

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



William John Reichmann,  
Regis House  
134, Percival Road,  
Enfield,  
Middlesex.

Company Director



Sheila Elizabeth Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

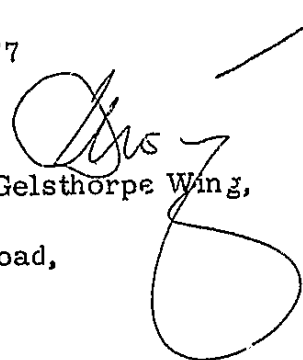
Company Director



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DATED this 23rd day of September 1977

WITNESS to the above Signatures:



Donald Edward Gelsthorpe Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Secretary



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding margin



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

\* delete if  
inappropriate

Company number

1333197/5

Name of Company

HIT & RUN MUSIC (PUBLISHING)

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

23 ALBEMARLE STREET,  
LONDON, W1X 4DB

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

☐

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

☐

Presenter's  
reference (if any):

For official use  
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
JOHN ANTHONY SMITH	COMPANY DIRECTOR
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
25 WOODLANDS ROAD, REDHILL, SURREY	
Particulars of other directorships (note 5)	
GENESIS MUSIC LTD, EARPIECES LTD, TRINIFOLD TRAVEL LTD, HIT & RUN MUSIC LTD	
WATERFORGE LTD AND ANTHONY PHILLIPS PRODUCTIONS LTD	
I hereby consent to act as director of the company named on page 1	
Signature X <i>John Anthony Smith</i>	X Date 12/9/77

Name (note 2)	Business occupation
PAULINE GLENIS SMITH	HOUSEWIFE
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
25 WOODLANDS ROAD, REDHILL, SURREY	
Particulars of other directorships (note 5)	
HIT & RUN MUSIC LTD	
I hereby consent to act as director of the company named on page 1	
Signature X <i>Pauline Smith</i>	X Date 12/9/77

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	WING, DONALD EDWARD GELSTHORPE.
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	134, PERCIVAL ROAD, ENFIELD, MIDDLESEX.
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 23/9/77

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

REICHMANN & WING LIMITED

Regis House,

134 Percival Road,

Signature Enfield, Middlesex

[Subscriber] [Agent]† Date

23/9/77

Signature

[Subscriber] [Agent]† Date





## CERTIFICATE OF INCORPORATION

No. 1333197

I hereby certify that

**HIT & RUN MUSIC (PUBLISHING) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

**10TH OCTOBER 1977**

*D. A. Pendlebury*

D. A. PENDLEBURY

*Assistant Registrar of Companies*

**G**

COMPANIES FORM No. 244

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

Please do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

1333197

Name of company

\*Insert full name of company

• HIT &amp; RUN MUSIC (PUBLISHING) LIMITED

†Delete as appropriate

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	1	1	2	1	9	9	1
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†Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

*Jon Vandy*

Designation: DIRECTOR

Date 6-10-92

**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 244(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 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
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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Presentor's name, address, telephone number and reference (if any): G.Sec. / *fernwin*Touche Ross & Co.,  
Mill House,  
1, Little New Street,  
London EC4A 3TRFor official use  
General Section

Post room

COMPANIES HOUSE  
7 OCT 1992  
6

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

Please do not  
write in this  
margin

Pursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number

1333197

Name of company

\* insert full name  
of company

\*  
HIT & RUN MUSIC (PUBLISHING) LIMITED

† delete as  
appropriate

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 1 1 2 1 9 9 2

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

Signed

V.

Designation‡ SECRETARY

Date 28.9.1993

**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 244(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 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
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  
telephone number and reference (if any):

VENETIA CARPENTER  
HIT & RUN MUSIC LIMITED  
24 IVEY STREET  
LONDON  
SW3 2ND

For official use  
D.E.B.

Post room



NUMBER OF COMPANY 1333197

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
HIT & RUN MUSIC (PUBLISHING) LIMITED

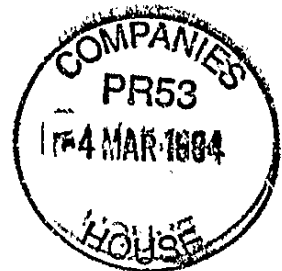
\_\_\_\_\_  
\_\_\_\_\_  
Passed 7th February 1993  
\_\_\_\_\_  
\_\_\_\_\_

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 24 Ives Street, London, SW3 2ND on Friday 7th February 1993, the subjoined SPECIAL RESOLUTION was duly passed.  
viz:

RESOLUTION

That the existing Articles of Association be deleted in their entirety and that new Articles of Association, as initialled by the Chairman and attached to the notice of the meeting, be adopted in place thereof.

\_\_\_\_\_



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

HIT & RUN MUSIC (PUBLISHING) LIMITED

(New Articles of Association adopted by Special Resolution dated 7 February 1993)

PRELIMINARY

1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARES

2 a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital with which the Company was incorporated, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon 7 February 1993.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the

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Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3 Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, all new or unissued shares (including securities convertible into shares) shall before issue be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively.

Such offer shall be made by notice in writing specifying the number of shares offered, and limiting the period (being not less than 14 nor more than 28 days) within which the offer if not accepted will be deemed to be declined. After the expiration of the said period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them. Such further offer shall be made on like terms, in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions shall be under the control of the Directors, who may (subject to Article 2 (a) above) issue, allot, grant options over or otherwise deal with or dispose of the same to such persons, on such terms, and in such manner as they think fit. Provided that in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

4 (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearers.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

#### LIEN

5 The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6 No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without

giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

#### PROCEEDINGS AT GENERAL MEETINGS

7 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors and the Directors. In Regulation 38 of Table A the words "in case of special business" shall be added before the words "the general nature of the business to be transacted".

8 Regulation 41 of Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall be dissolved" were added at the end.

9 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

#### ALTERNATE DIRECTORS

10 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf and may, in the like manner remove the alternate director from office. Such alternate Director must be either a Director of the Company, or a person approved by resolution of all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director whom he is representing.

#### DIRECTORS

11 The number of Directors shall be determined by ordinary resolution but unless and until so fixed there shall be no maximum number of Directors and the minimum number shall be one. Regulation 64 of Table A shall not apply.

12 No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulation 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the

rotation in which any additional directors are to retire" shall be omitted.

13 The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors and unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. A sole Director shall have authority to exercise all the powers and discretions by Table A or by these Articles expressed to be vested in the Directors generally. Regulation 89 of Table A shall be modified accordingly.

14 A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulation 94, 95, 96 and 97 of Table A shall not apply.

#### THE SEAL

15 (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### NOTICES

16 A notice may be given by the Company to any member either personally or by sending it by post or by telegraph or telex to his registered address or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. The first sentence of Regulation 112 and the second sentence of Regulation 115 shall not apply.

#### INDEMNITY

17 (a) In addition to such indemnity as is contained in Regulation 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.



(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies 1989.

**G**

COMPANIES FORM No. 244

**244****Notice of claim to extension of  
period allowed for laying and  
delivering accounts — overseas  
business or interests**Please do not  
write in this  
marginPursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

12/10/94

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

Company number

1333197

Name of company

\* insert full name  
of company\*  
HIT & RUN MUSIC (PUBLISHING) LIMITED† delete as  
appropriate

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 1 1 2 1 9 9 3

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

Signed

V. Gupta

Designation‡

SECRETARY

Date 14/10/94

**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 244(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 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
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  
telephone number and reference (if any):VENETIA CARPENTER  
HIT & RUN MUSIC LIMITED  
24 IVES STREET  
LONDON  
SW3 2ND

For official use

D.E.B.

Post room

