

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

Please do not write in this binding margin

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

*Insert full name of company

For official use

Company number

1907094

Name of company

WARNER HOME VIDEO (U.K.) LIMITED

I, ROSEMARY MARGARET BOTT
of 28, Lincoln's Inn Fields, London WC2A 3HH

†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

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formationof Warner Home Video (U.K.) Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 10, Lincoln's Inn Fields,
London WC2the 28th day of MarchOne thousand nine hundred and eighty fivebefore me [Signature]
~~A Commissioner for Oaths or Notary Public or Justice of the Peace~~
or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

Rosemary Bott

Presentor's name, address and reference (if any):
Frere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HH

Ref: ETR/RMB

For official use
New companies section

Post room



No.

THE COMPANIES ACTS 1948 to 1983



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1907094 3

- of -

WARNER HOME VIDEO (U.K.) LIMITED

1. The Name of the Company is "WARNER HOME VIDEO (U.K.) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - 3.1 To carry on the business of designers, manufacturers, importers, exporters, wholesalers, retailers, leasers, letters out on hire and dealers and distributors of video equipment, electrical and electronic equipment of all and every description and all other video equipment; to carry on the business of dealers in video

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equipment in television sets, radios, gramophones, tape and cassette recorders, audio and visual and sound recording equipment, office equipment and industrial equipment of every and any description; and to undertake the repair, servicing, maintenance and reconditioning of all or any of the goods; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature.

3.2 To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or a subsidiary of the Company or a subsidiary of any such holding company.

3.3 To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

3.4 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trade-marks, trade-names, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any company which is for the time being the Company's holding company or any subsidiary or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.

3.5 To erect, build, construct, lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings,

works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take part in any such operations.

- 3.6 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.
- 3.7 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.
- 3.8 To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or other securities or obligations such issue to be at par or at a premium or discount and for such consideration and with and

subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future, including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.

3.9 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.

3.10 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or

without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company or of a subsidiary of such holding company.

3.11 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or

otherwise financially assist any such person or company.

3.12 To purchase or otherwise acquire, and to carry on all or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.

3.13 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.

3.14 To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.

3.15 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.

3.16 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.

3.17 To invest and deal with the moneys of the Company not immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.

3.18 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement

benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits, or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is a subsidiary of its holding company or is allied to or is associated with the Company or any other such company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to make, contributions to any such scheme, fund or trust and to pay, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or a subsidiary thereof or is allied to or associated

with the Company.

3.19 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.

3.20 To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any Order, Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.

3.21 To adopt such means of making known any of the

Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars, by aerial advertising, by purchase and exhibition of works of art or interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.

3.22 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.

3.23 To establish, promote or acquire, or concur in establishing, promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and

liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

3.24 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.

3.25 To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.

3.26 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time

being required by law.

3.27 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any such other company as aforesaid.

3.28 To procure the Company to be registered or recognised in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognised.

3.29 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.

3.30 To do all such other things as are incidental or conducive to the above objects or any of them.

3.31 IT IS HEREBY DECLARED that in this Clause 3 :-

- 3.31.1 The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association, society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;
- 3.31.2 The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by Section 154 of the Companies Act, 1948 or any statutory modification or re-enactment thereof for the time being in force;
- 3.31.3 Words denoting the singular number shall also include the plural and vice versa;
- 3.31.4 The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are 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.

Rosemary Bott

ROSEMARY MARGARET BOTT,
53, Russell Road,
London SW19.

/ ONE

Solicitor.

C. Lee

CHRISTOPHER JULIAN LEE,
52, Aston Road,
London SW20.

/ ONE

Solicitor

DATED this 28th day of March 1985

WITNESS to the above Signatures:-

Clare Lawrence
28 Lincoln's Inn Fields
London WC2A 3HH

Solicitor.

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

1907094/4

N E W

ARTICLES OF ASSOCIATION

- of -

WARNER HOME VIDEO (U.K.) LIMITED

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as altered by all amendments to such regulations coming into effect prior to the date of incorporation of the Company (hereinafter referred to as "Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 53, 69, 70, 71, 75, 77, 79, 87 to 97 (inclusive), 100, 106, 107 and 131 of Table A shall not apply to the Company.

PRIVATE COMPANY

2.1 The Company is a private limited company and accordingly the Company shall not offer to the public

(whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2.2 Sub-section (1) of Section 17 of the Companies Act 1980 shall not apply to the Company.

POWER TO ISSUE SHARES

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

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

3.2 unless the issue has been authorised pursuant to Section 14 of the Companies Act 1980 whether by Article 5 or otherwise

4. Where the Directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any increased capital) of the Company to

such persons at such times and for such consideration and generally on such terms and conditions as the Directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of Section 14 of the Companies Act 1980 and of Article 3.2 above the Directors are unconditionally authorised to allot relevant securities (as defined in Section 14 of the Companies Act 1980) at any time or times during the period of five years from the date of incorporation of the Company up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such incorporation. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of Part III of the Companies Act 1981 any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PURCHASE BY COMPANY OF OWN SHARES

7.1 The Company may purchase its own shares (including any

redeemable shares) in accordance with and subject to Section 46 of the Companies Act 1981.

7.2 Subject to Sections 55 to 62 of the Companies Act 1981 the Company may make payment in respect of the redemption or purchase under Section 45 or 46 of that Act of any of its own shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares in accordance with and subject to Section 54 of the said Act.

TRANSFER OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business; two members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all the members having the right to attend and vote at the meeting shall be a quorum.

9.2 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is

specified, at the registered office of the Company) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used Provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or registered office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

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

9.4 Regulation 62 shall be read and construed as if the words "or by proxy" were inserted after the words "every member present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

10. Any such resolution as is referred to in Regulation 73A of Table A (resolution in writing) may consist of several

documents in the same form each signed by one or more members or, in the case of corporations, by their duly authorised representatives.

DIRECTORS

11. Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two.

12.1 Any person may be appointed a Director or any Director may be removed from office :-

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

12.1.2 by Ordinary Resolution of the Company in general meeting and without the need to give special notice of such resolution under Section 142 of the Act.

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

13. A Director shall not be required to hold any shareholding qualification but he shall be entitled to receive notice of and attend all general meetings of the Company and Regulation 134 of Table A shall be modified accordingly.

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

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

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

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

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

DIRECTORS - POWERS AND PROCEEDINGS

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 14 of the Companies Act 1980 to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

18. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply to the Company, and a Director, notwithstanding his interest but subject to his complying with Section 199 of the Act as amended by the Companies Act 1980, shall be entitled as a Director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he do so vote, his vote shall be counted and he may,

notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

19. Regulation 86 of Table A shall be read and construed as if the words "and every director present" to the end were deleted.

20. Notice of all meetings of the Directors shall be given to every Director whether or not he is for the time being absent from the United Kingdom and Regulation 98 of Table A shall be modified accordingly.

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

22. A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents in the same form each signed by one or more of the persons aforesaid.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to the office of Managing Director or to any other salaried employment or office in the Company for such period and on such terms as they think fit, subject to Section 47 of the Companies Act 1980, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

24. The appointment of any Director to the office of Managing Director of the Company shall be subject to determination automatically if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

25. In Regulations 108 and 109 of Table A the words "and a director appointed to any salaried employment or office in the company" shall in each case be inserted immediately after the words "managing director".

ALTERNATE DIRECTORS

26.1 Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors to act as alternate Director in his place and may at his discretion remove such alternate Director.

26.2 Any alternate Director so appointed shall be subject to the provisions of these Articles with regard to Directors.

26.3 An alternate Director shall be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. The Director appointing an alternate Director shall remain entitled to receive notices of all meetings of the Directors.

26.4 A Director acting as an alternate Director shall have an additional vote for each Director for whom he acts as alternate.

26.5 An alternate Director shall cease to be an alternate Director if his appointor ceases for any reason to be a Director.

26.6 Every such appointment or removal of an alternate Director shall be made by notice in writing under the hand of the Director making or revoking such appointment and shall take effect on and from the date on which such notice is left or received at the Registered Office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the

Registered Office to the effect that such notice of appointment or removal has been signed and sent to the Registered Office of the Company Provided that an appointment for which approval by a resolution of the Directors is required shall not take effect until so approved.

DISQUALIFICATION OF DIRECTORS

27. The office of a Director shall be vacated in any of the following events, namely:-

- 27.1 if (not being a Director appointed for a fixed and still current term to a salaried employment or office in the Company) he resign his office in writing; or
- 27.2 if he have a Receiving Order made against him, become bankrupt, suspend payment or compound with his creditors; or
- 27.3 If he shall become incapable by reason of mental disorder within the meaning of the Mental Health Act, 1959, (as amended by the Mental Health (Amendment) Act 1982) or any modification or re-enactment thereof, or if the Directors resolve that he is physically or mentally incapable of performing his duties; or
- 27.4 if he be absent from meetings of the Directors for six months without leave, and the Directors resolve

that his office be vacated; or

27.5 if he is removed in accordance with Article 12; or

27.6 if he be disqualified by the Act or become prohibited from being a Director by reason of any provision of or order made under any statute now or from time to time in force.

CAPITALISATION OF PROFITS

28. Regulation 129 of Table A shall be read and construed as if the words "or to ignore fractions altogether" were inserted after the words "or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions".

NOTICES

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

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

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

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

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

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

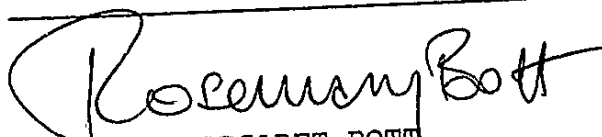
29.3 Regulation 134(a) of Table A shall be read and construed as if the words "except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to

them" were omitted.

WINDING-UP

30. Regulation 135 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how such division" and the word "members" were substituted for the word "contributories".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROSEMARY MARGARET BOTT,
53, Russell Road,
London SW19.

Solicitor.

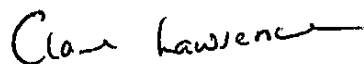


CHRISTOPHER JULIAN LEE,
52, Aston Road,
London SW20.

Solicitor.

DATED this 28th day of March 1985

WITNESS to the above Signatures:-



28 Lincoln's Inn Fields
London WC2A 3BH

Solicitor .

THE COMPANIES ACTS 1948 TO 1981

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

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

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

1907094/5

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

Name of Company

WARNER HOME VIDEO (U.K.)

Limited*

*delete if
inappropriateThe intended situation of the registered office of the company
on incorporation is as stated below

28 Lincoln's Inn Fields

London

WC2A 3HH

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

X

Frere Cholmeley

28 Lincoln's Inn Fields

London WC2

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any): ETR/RMBFrere Cholmeley
28 Lincoln's Inn Fields
London WC2A 3HHFor 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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

| | | | |
|--|---|---|-----------|
| Name (note 3) | ROSEMARY MARGARET BOTT | Business occupation | SOLICITOR |
| Previous name(s) (note 3) | NONE | Nationality | BRITISH |
| Address (note 4) | 53 RUSSELL ROAD WIMBLEDON LONDON SW19 | Date of birth (where applicable) (note 6) | N/A |
| Other directorships† | GREENCOAT PROPERTIES LIMITED MEZZANINE INVESTMENTS LIMITED | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date 28.3.85 | |

| | | | |
|--|------------------------------|---|-----------|
| Name (note 3) | CHRISTOPHER JULIAN LEE | Business occupation | SOLICITOR |
| Previous name(s) (note 3) | NONE | Nationality | BRITISH |
| Address (note 4) | 52 ASTON ROAD LONDON SW20 | Date of birth (where applicable) (note 6) | N/A |
| Other directorships† | NONE | | |
| I hereby consent to act as director of the company named on page 1 | | | |
| Signature | | Date 28.3.85 | |

| | | | |
|--|--|---|--|
| Name (note 3) | | Business occupation | |
| Previous name(s) (note 3) | | Nationality | |
| Address (note 4) | | Date of birth (where applicable) (note 6) | |
| Other directorships† | | | |
| 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
1978 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:

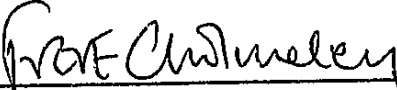
| | |
|---|--|
| Name (notes 3 & 7) | CHRISTOPHER JULIAN LEE |
| Previous name(s) (note 3) | NONE |
| Address (notes 4 & 7) | 52 ASTON ROAD, LONDON SW20 |
| I hereby consent to act as secretary of the company named on page 1 | |
| Signature |  Date 28:3:85 |

| | |
|---|------|
| Name (notes 3 & 7) | |
| Previous 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*

Signature  [Subscriber] [Agent]† Date 28:3:85

Signature [Subscriber] [Agent]† Date

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1907094

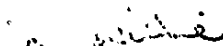
I hereby certify that

WARNER HOME VIDEO (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

19TH APRIL 1985


MRS. D. M. WILKIE

an authorised officer

A

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

Form No. 2

2

To the Registrar of Companies

For official use

Company number

7

1 9 0 7 0 9 4

Name of company

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

WARNER HOME VIDEO (U.K.) Limited*

*delete if
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Day Month
3 0 1 1

Important
The accounting
reference date
to be entered
alongside
should be
completed as
in the following
examples:

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Signed

Colman Bott

[Director][Secretary]†

Date

16 May 1985

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

Frere Cholmeley (ETR/RMB).
28 Lincoln's Inn Fields
London,
WC2A 3HH

For official use

General section

Post room

20

COMPANY No.1907094

19 12.6.
THE COMPANIES ACTS 1948 - 83

COMPANY LIMITED BY SHARES

WARNER HOME VIDEO (U.K.) LIMITED

SPECIAL RESOLUTIONS

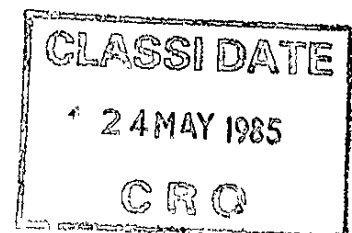
The following Special Resolution of the members of Warner Home Video (U.K.) Limited was duly passed at an Extraordinary General Meeting of the Company held at 28 Lincoln's Inn Fields London WC2 on 16th May 1985

That the provisions of the Company's Memorandum of Association with respect to the objects of the Company be altered by the adoption of the objects set out in Clause 3 of the printed document submitted to this Meeting and for the purpose of identification initialled by the Chairman thereof to the exclusion of the objects set out in Clause 3 of the existing Memorandum of Association of the Company.

.....*R. P. M. B.*
CHAIRMAN



RMB2943L/10/JW



1907094

PMB
16/5/85

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

M E M O R A N D U M

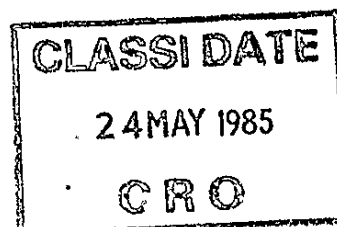
- and -

ARTICLES OF ASSOCIATION

of

WARNER HOME VIDEO (U.K.) LIMITED

Incorporated the 19th day of April 1985



No. 1907094

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

WARNER HOME VIDEO (U.K.) LIMITED

1. The Name of the Company is "WARNER HOME VIDEO (U.K.) LIMITED". ✓

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

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

3.1 To manufacture, make, form, produce, create, buy or otherwise acquire, sell, import, export, trade and deal in videograms, video cassettes, video discs, electrical transcriptions tape or magnetic film and any other form of visual, audio visual or sound recording or reproduction (whether now known or hereinafter invented) in any form or shape or composition to be

* By Special Resolution passed 16th May 1985, this clause was substituted for the original clause 3.

used in connection with video equipment, tape and cassette recorders, broadcasting, talking machines or sound or audio visual reproducing instruments, apparatus or devices and electronic equipment of every name, nature and description

3.2 To carry on the business or businesses of distributors, licensors, licensees, manufacturers, merchandisers, producers, performers, printers, proprietors, contractors, exporters, importers, buyers, sellers, hirers, renters, publishers, advertisers, exhibitors, dealers and agents for and of videotapes, video cassettes, videodiscs and the like and of cinematograph and television films and motion pictures videotapes cassettes discs tapes and to act as agents for the purchase sale hire and distribution and exploitation thereof

3.3 To carry on the business of designers, manufacturers, importers, exporters, wholesalers, retailers, lessors, letters out on hire and dealers and distributors of video equipment, electrical and electronic equipment of all and every description and all other video equipment; to carry on the business of dealers in video equipment in television sets, radios, gramophones, tape and cassette recorders, audio and visual and sound recording equipment, office equipment and industrial equipment of every and any description; and to

undertake the repair, servicing, maintenance and reconditioning of all or any of the goods; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature.

3.4 To further and to promote all or any of the objects and interests of any associated company and, for the purposes of this paragraph, "associated company" means any body corporate which is or is about to become or shall have been a holding company or a subsidiary of the Company or a subsidiary of any such holding company.

3.5 To carry on in any part of the world any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

3.6 To make, learn, examine, discover, purchase or otherwise acquire and to use and turn to account inventions, discoveries, formulae, information, secret

and other processes and operations of all kinds, and to apply for, obtain, register, purchase or otherwise acquire, prolong, renew, hold, exercise, use, exploit, turn to account, deal with, grant licences or privileges in respect of, and sell or otherwise dispose of for such consideration as may be thought fit in all or any parts or part of the world letters patent, patent rights, brevets d'invention, monopolies, trade-marks, trade-names, designs, copyrights, statutory and other protections by whatever name called, concessions, licences, exclusive or other rights and privileges or any interest therein relating to or in connection with all or any of the businesses or objects of the Company or which may appear likely to be useful or advantageous to the Company or to any company which is for the time being the Company's holding company or any subsidiary or subsidiaries for the time being of the Company or to any of its or their customers and to do all such things either alone or jointly with any person or company.

- 3.7 To erect, build, construct, lay down, enlarge, improve, alter, maintain, develop, work, manage, superintend, control, pull down, remove, replace, refit and renew any shops, stores, factories, warehouses, buildings, works, plant and machinery which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof; and to contribute to, subsidise, or otherwise assist or take

part in any such operations.

3.8 To purchase, take on lease or in exchange, rent, hire or by any other lawful means acquire and to hold for any estate or interest any lands, buildings, hereditaments and real or personal property of any kind; and to take or by any lawful means to acquire any easements, rights, privileges, concessions, options and licences of any kind which are or may be necessary or convenient for any of the Company's businesses or any branch or department thereof.

3.9 To receive money (at interest or otherwise) on deposit and to receive valuables and goods and material of all kinds on deposit or loan or for safe custody.

3.10 To borrow or raise and to secure the payment of money for the purpose of or in connection with the Company's business in such manner as may be thought fit, and in particular by mortgage or charge or by the issue of debentures, debenture stock (either perpetual or redeemable), notes, bonds or other securities or obligations such issue to be at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit and either charged upon the Company's undertaking or all or any of the Company's property and assets (both present and future,

including its uncalled capital) or not so charged, and to purchase, redeem or pay off, and collaterally or further to secure or to constitute by a trust deed or other assurance any such securities or obligations of the Company.

3.11 To issue and deposit any securities or obligations which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities or obligations and also by way of security - for the performance of any contracts, debts, engagements, liabilities, or obligations of the Company or any of its customers or of any other persons or companies having dealings with the Company or in whose businesses or undertakings the Company is or may propose to be financially interested, whether directly or indirectly.

3.12 To lend money (with or without security) and to guarantee the debts, contracts, engagements, obligations and liabilities of and to subsidise or otherwise financially assist any person or company and, without prejudice to the generality of the foregoing, to guarantee or otherwise secure (either with or without the Company receiving any consideration and either with or without a mortgage or charge on all or any part of the undertaking property and assets present and future, including the uncalled capital of the

Company) the performance of the obligations and the payment of the capital or principal of and the dividends or interest on any stock, shares, debentures, debenture stock, notes, bonds or other securities and the payment of debts and other obligations of any subsidiary or subsidiaries for the time being of the Company or of any company which is for the time being the Company's holding company or of a subsidiary of such holding company.

3.13 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or with any employees of the Company (including in such case, if thought fit, the conferring of a participation in the management or its directorate) and to give any person or company special rights or privileges in connection with or control over the Company and in particular the right to nominate one or more Directors of the Company; and to take or by any means acquire and to hold, sell or otherwise dispose of for such consideration as may be thought fit shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of and to subsidise or otherwise financially assist any such person or company.

3.14 To purchase or otherwise acquire, and to carry on all

or any part of the undertaking, business, property and assets and to undertake all or any of the contracts, engagements, obligations, liabilities and transactions of any person or company.

3.15 To pay for any property or rights acquired by the Company and for any services rendered or to be rendered to the Company either in cash (by lump sum, instalments or otherwise) or by fully or partly paid-up shares (with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise) or by debentures, debenture stock, notes, bonds or other securities or obligations which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.

3.16 To improve, manage, develop and turn to account and to sell, exchange, let (for rent, royalty, share of profits or otherwise) and to grant licences, easements or other rights in or over or in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company for such consideration as may be thought fit.

3.17 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash (by lump sum, instalments or otherwise)

or by fully or partly paid-up shares or stock of any company (with rights in respect of dividend or repayment of capital or otherwise) or in debentures, debenture stock, notes, bonds or other securities or obligations or partly in one mode and partly in another, and generally on such terms as may be determined; and to hold, sell, or otherwise dispose of any of the shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations so acquired.

3.18 To draw, make, accept, endorse, negotiate, discount or execute promissory notes, bills of exchange and other negotiable or transferable instruments.

3.19 To invest and deal with the moneys of the Company not immediately required for the purposes of any of its business in or upon such investments or securities and in such manner as may from time to time seem expedient.

3.20 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension, life assurance, retirement benefits or disability schemes, funds, policies or trusts for the benefit of, and to pay or provide, or agree to pay or provide, donations, gratuities, pensions, annuities, allowances, retirement benefits,

or other like benefits or benevolent or charitable aid to any persons who are or were at any time in the employment or service of or Directors or Officers of the Company, or of any company which is a subsidiary of the Company or is its holding company or is a subsidiary of its holding company or is allied to or is associated with the Company or any other such company as aforesaid and the widows, widowers, relations and dependants of such persons, and to make, or agree to make, contributions to any such scheme, fund or trust and to pay, or agree to pay premiums or other payment for or towards life, endowment or other assurances for any such persons as aforesaid; and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid; and to subscribe or guarantee money for any charitable or benevolent objects or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any other company which is a subsidiary of the Company or is its holding company or a subsidiary thereof or is allied to or associated with the Company.

3.21 To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) that

may seem conducive to the Company's objects or any of them; and to obtain from any such Government or Authority any rights, charters, decrees, privileges or concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, decrees and concessions.

3.22 To obtain any Provisional or other Order or Licence of any Authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient; to support or oppose the passing of any Act of Parliament or the making of any Order, Regulation or Statutory Instrument; and to institute, prosecute, defend, settle, compromise or abandon any legal proceedings to which the Company is or may be a party and to defend or support or join or assist in defending or supporting any legal proceedings whatsoever which may seem calculated to affect, directly or indirectly, the Company's interest.

3.23 To adopt such means of making known any of the Company's businesses or any branch or department thereof as may seem expedient, and in particular by advertising in the press, by radio, television, cinematograph or other mechanical means by circulars,

by aerial advertising, by purchase and exhibition of works of art or interest, by publication of books and periodicals, by establishing exhibitions and conducting competitions and by granting prizes, awards and donations.

3.24 To provide facilities for and to undertake and engage in research, development, experiments and study connected with any of the businesses or objects of the Company; to establish, manage, maintain, support and subsidise and to become a member of and to subscribe to societies, associations, libraries, museums, colleges, schools, laboratories, research institutions and foundations; and to offer and grant prizes and awards and make exhibits and compete for prizes at any exhibition or show.

3.25 To establish, promote or acquire, or concur in establishing, promoting or acquiring, any other company or companies for the purpose of attaining all or any of the objects of the Company or of carrying on all or any of its businesses or any branch or branches thereof or whose objects shall include the acquisition and taking over of all or any of the undertaking, assets and liabilities of the Company or the promotion or acquisition of which shall be in any manner calculated to advance, directly or indirectly, the objects or interest of the Company; and to acquire and hold, sell

or otherwise dispose of any of the shares, stock, debentures, debenture stock, notes, bonds or other securities or obligations of any such company.

3.26 To amalgamate, by any method of amalgamation, whether or not necessitating the winding-up of the Company, with any other company whose objects include objects similar to those of the Company.

3.27 To sell or dispose of the undertaking, lease, grant licences, easements and other rights over and in any other way deal with any property, assets, rights, interests and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for a rent or rents, or for shares, stocks, debentures, debenture stock, notes, bonds or other securities or obligations of any other company whether fully or partly paid up.

3.28 To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

3.29 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to

the formation and registration of the Company and of any other company established or promoted by the Company or in which the Company is interested or may propose to be interested (whether directly or indirectly) and of or incidental to the issue of capital or the raising of money for the Company or any such other company as aforesaid. :

3.30 To procure the Company to be registered or recognised in any Dominion, Colony or Dependency and in any country or place in which it is not registered or recognised.

3.31 To do all or any of the above things in any part of the world, and either as principals, agents, managers, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, managers, trustees, subsidiary or associated companies or otherwise.

3.32 To do all such other things as are incidental or conducive to the above objects or any of them.

3.33 IT IS HEREBY DECLARED that in this Clause 3 :-

3.33.1 The word "company", except where used in reference to the Company, shall be deemed to include any corporation, firm, partnership, association,

society or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere;

- 3.33.2 The expressions "subsidiary" and "holding company" shall have the meanings respectively ascribed thereto by Section 154 of the Companies Act, 1948 or any statutory modification or re-enactment thereof for the time being in force;
- 3.33.3 Words denoting the singular number shall also include the plural and vice versa;
- 3.33.4 The objects set forth in each paragraph shall be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
4. The liability of the members is limited. ✓
5. The share capital of the Company is £100 divided into 100 shares of £1 each. ✓

WE, the several persons whose names, addresses and descriptions are 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. |
|---|--|
|---|--|

ROSEMARY MARGARET BOTT,
53, Russell Road,
London SW19.

ONE

Solicitor.

CHRISTOPHER JULIAN LEE,
52, Aston Road,
London SW20.

ONE

Solicitor

DATED this 28th day of March 1985

WITNESS to the above Signatures:-

CLARE LAWRENCE
28 Lincoln's Inn Fields
London WC2A 3HH

Solicitor

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WARNER HOME VIDEO (U.K.) LIMITED

PRELIMINARY

1.1 The Articles hereinafter contained and the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as altered by all amendments to such regulations coming into effect prior to the date of incorporation of the Company (hereinafter referred to as "Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.

1.2 Regulations 3, 53, 69, 70, 71, 75, 77, 79, 87 to 97 (inclusive), 100, 106, 107 and 131 of Table A shall not apply to the Company.

PRIVATE COMPANY

2.1 The Company is a private limited company and accordingly the Company shall not offer to the public

(whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

2.2 Sub-section (1) of Section 17 of the Companies Act 1980 shall not apply to the Company.

POWER TO ISSUE SHARES

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

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

3.2 unless the issue has been authorised pursuant to Section 14 of the Companies Act 1980 whether by Article 5 or otherwise

4. Where the Directors have power to issue shares in accordance with Article 3 they may offer, allot, grant options over or otherwise dispose of the shares (whether in the original or any increased capital) of the Company to

such persons at such times and for such consideration and generally on such terms and conditions as the Directors think proper, subject nevertheless to Article 2 and provided that no shares shall be issued at a discount.

5. For the purposes of Section 14 of the Companies Act 1980 and of Article 3.2 above the Directors are unconditionally authorised to allot relevant securities (as defined in Section 14 of the Companies Act 1980) at any time or times during the period of five years from the date of incorporation of the Company up to an aggregate amount equal to the amount of the share capital remaining unissued at the time of such incorporation. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement.

REDEEMABLE SHARES

6. Subject to the provisions of Part III of the Companies Act 1981 any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PURCHASE BY COMPANY OF OWN SHARES

7.1 The Company may purchase its own shares (including any

redeemable shares) in accordance with and subject to Section 46 of the Companies Act 1981.

7.2 Subject to Sections 55 to 62 of the Companies Act 1981 the Company may make payment in respect of the redemption or purchase under Section 45 or 46 of that Act of any of its own shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares in accordance with and subject to Section 54 of the said Act.

TRANSFER OF SHARES

8. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business; two members present in person or by proxy or being a corporation present by its duly authorised representative, holding or representing one half of the total voting rights of all the members having the right to attend and vote at the meeting shall be a quorum.

9.2 An instrument appointing a proxy may be deposited at such place (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is

specified, at the registered office of the Company) at or before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used Provided that such instrument shall be deemed to have been duly left at the place and time at which an intimation by telex or cable is received from any member stating that an instrument appointing a proxy has been duly executed by or on behalf of that member and sent to the Company at the place (or registered office) where the proxy is to be left. An instrument appointing a proxy may also be produced at the commencement of the meeting at which it is to be used.

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

9.4 Regulation 62 shall be read and construed as if the words "or by proxy" were inserted after the words "every member present in person" and as if the words "for each share of which he is the holder" were inserted before the words "and on a poll".

10. Any such resolution as is referred to in Regulation 73A of Table A (resolution in writing) may consist of several

documents in the same form each signed by one or more members or, in the case of corporations, by their duly authorised representatives.

DIRECTORS

11. Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not be less than two.

12.1 Any person may be appointed a Director or any Director may be removed from office :-

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

12.1.2 by Ordinary Resolution of the Company in general meeting and without the need to give special notice of such resolution under Section 142 of the Act.

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

13. A Director shall not be required to hold any shareholding qualification but he shall be entitled to receive notice of and attend all general meetings of the Company and Regulation 134 of Table A shall be modified accordingly.

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

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

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

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

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

DIRECTORS - POWERS AND PROCEEDINGS

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to Section 14 of the Companies Act 1980 to create and issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

18. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply to the Company, and a Director, notwithstanding his interest but subject to his complying with Section 199 of the Act as amended by the Companies Act 1980, shall be entitled as a Director to vote in respect of any contract or arrangement he may make with the Company or any contract or arrangement entered into by or on behalf of the Company in which he is interested or in respect of his appointment to any office or place of profit under the Company or the arrangement or variation of the terms thereof and, if he do so vote, his vote shall be counted and he may,

notwithstanding his interest, be taken into account in ascertaining whether a quorum is present at any meeting at which any such contract, arrangement or appointment is considered or the terms thereof are arranged or varied.

19. Regulation 86 of Table A shall be read and construed as if the words "and every director present" to the end were deleted.

20. Notice of all meetings of the Directors shall be given to every Director whether or not he is for the time being absent from the United Kingdom and Regulation 98 of Table A shall be modified accordingly.

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

22. A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents in the same form each signed by one or more of the persons aforesaid.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to the office of Managing Director or to any other salaried employment or office in the Company for such period and on such terms as they think fit, subject to Section 47 of the Companies Act 1980, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

24. The appointment of any Director to the office of Managing Director of the Company shall be subject to determination automatically if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

25. In Regulations 108 and 109 of Table A the words "and a director appointed to any salaried employment or office in the company" shall in each case be inserted immediately after the words "managing director".

ALTERNATE DIRECTORS

26.1 Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors to act as alternate Director in his place and may at his discretion remove such alternate Director.

26.2 Any alternate Director so appointed shall be subject to the provisions of these Articles with regard to Directors.

26.3 An alternate Director shall be entitled to receive notices of all meetings of the Directors, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. The Director appointing an alternate Director shall remain entitled to receive notices of all meetings of the Directors.

26.4 A Director acting as an alternate Director shall have an additional vote for each Director for whom he acts as alternate.

26.5 An alternate Director shall cease to be an alternate Director if his appointor ceases for any reason to be a Director.

26.6 Every such appointment or removal of an alternate Director shall be made by notice in writing under the hand of the Director making or revoking such appointment and shall take effect on and from the date on which such notice is left or received at the Registered Office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or cable is received at the

Registered Office to the effect that such notice of appointment or removal has been signed and sent to the Registered Office of the Company Provided that an appointment for which approval by a resolution of the Directors is required shall not take effect until so approved.

DISQUALIFICATION OF DIRECTORS

27. The office of a Director shall be vacated in any of the following events, namely:-

27.1 if (not being a Director appointed for a fixed and still current term to a salaried employment or office in the Company) he resign his office in writing; or

27.2 if he have a Receiving Order made against him, become bankrupt, suspend payment or compound with his creditors; or

27.3 If he shall become incapable by reason of mental disorder within the meaning of the Mental Health Act, 1959, (as amended by the Mental Health (Amendment) Act 1982) or any modification or re-enactment thereof, or if the Directors resolve that he is physically or mentally incapable of performing his duties; or

27.4 if he be absent from meetings of the Directors for six months without leave, and the Directors resolve

that his office be vacated; or

27.5 if he is removed in accordance with Article 12; or

27.6 if he be disqualified by the Act or become prohibited from being a Director by reason of any provision of or order made under any statute now or from time to time in force.

CAPITALISATION OF PROFITS

28. Regulation 129 of Table A shall be read and construed as if the words "or to ignore fractions altogether" were inserted after the words "or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions".

NOTICES

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

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

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

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

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

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

29.3 Regulation 134(a) of Table A shall be read and construed as if the words "except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to

them" were omitted.

WINDING-UP

30. Regulation 135 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how such division" and the word "members" were substituted for the word "contributories".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ROSEMARY MARGARET BOTT,
53, Russell Road,
London SW19.

Solicitor.

CHRISTOPHER JULIAN LEE,
52, Aston Road,
London SW20.

Solicitor.

DATED this 28th day of March 1985

WITNESS to the above Signatures:-

CLARE LAWRENCE
28 Lincoln's Inn Fields
London WC2A 3HH

Solicitor

Company No. 1907094

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

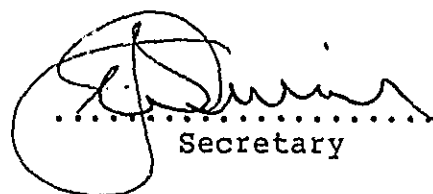
WARNER HOME VIDEO (U.K.) LIMITED

(passed on 4th August 1988)

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

SPECIAL RESOLUTION

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


.....
Secretary

MJW587CW/146



Company Number 1907094

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

WARNER HOME VIDEO (U.K.) LIMITED

≡ FRERE CHOLMELEY

28 Lincoln's Inn Fields, London WC2A 3HH

Telephone: 01-405 7878

Fax: 01-405 9056

Telex: 27623 Freres G

LDE: DX 140



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

WARNER HOME VIDEO (U.K.) LIMITED

(Adopted by Special Resolution passed 4th August 1988)

PRELIMINARY

- 1.1 The Articles hereinafter contained and the regulations contained in Table A as referred to in Section 8 of the Act as altered by all amendments to such regulations coming into effect prior to the date of the adoption of these Articles ("Table A") shall, subject as hereinafter provided, constitute the Articles of Association of the Company.
- 1.2 Regulations 3, 40, 60 to 62, 73 to 80, 87, 90, 94 to 97, 112 and 115 of Table A shall not apply to the Company.

PRIVATE COMPANY

- 2.1 The Company is a private limited company and

accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company and shall not allot, or agree to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

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

POWER TO ISSUE SHARES

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

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

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

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

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

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

REDEEMABLE SHARES

6. Subject to the provisions of the Act any shares may be issued on terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting unless a quorum of members entitled to vote upon the

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

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

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

produced at the commencement of the meeting at which it is to be used.

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

DIRECTORS

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

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

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

- 9.1.2 by ordinary resolution of the Company in general

meeting and without the need to give special notice of such resolution under section 379 of the Act.

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

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

11. The directors may from time to time determine that in lieu of or in addition to the payment by the Company of remuneration to any director for services or special services of such director, the Company shall pay to any other company which remunerates or contributes to the remuneration of such director a service charge for the services of such director of such amount as shall from time to time be agreed between the directors and such other company.

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

or receiving remuneration as such after the date on or from which the same becomes payable.

DIRECTORS - POWERS AND PROCEEDINGS

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

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

15. Notice of all meetings of the directors shall be given

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

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

ALTERNATE DIRECTORS

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

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

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

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

or cable is received at the office to the effect that such notice of appointment or removal has been signed and sent to the office."

DISQUALIFICATION OF DIRECTORS

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

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

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

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

CAPITALISATION OF PROFITS

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

NOTICES

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

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

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

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

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

WINDING-UP

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

NAMES AND ADDRESSES OF SUBSCRIBERS

ROSEMARY MARGARET BOTT
53, Russell Road
London SW19

Solicitor

CHRISTOPHER JULIAN LEE
52, Aston Road
London SW20

Solicitor

DATED 28th March 1985

WITNESS to the above signatures:-

CLARE LAWRENCE
28 Lincoln's Inn Fields
London WC2A 3HH

Solicitor

Company No.1907094

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WARNER HOME VIDEO (UK) LIMITED



ELECTIVE RESOLUTIONS

The following Elective Resolutions of all the members of Warner Home Video (UK) Limited were duly passed by written resolution of the members on December 3 1993.

David Brander
.....
DAVID BRANDER
SECRETARY

COMPANY No. 1907094

WARNER HOME VIDEO (UK) LIMITED
("the Company")

WRITTEN ELECTIVE RESOLUTIONS OF ALL THE MEMBERS
OF THE COMPANY PASSED IN ACCORDANCE
WITH SECTION 381A OF THE
COMPANIES ACT 1985 (THE "ACT")

We, being all the members of the Company entitled to receive notice of and attend and vote at general meetings of the Company, HEREBY RESOLVE as follows:

- 1 That in accordance with the provisions of sections 379A and 252 of the Act, with immediate effect, the Company elects to dispense with the need to lay accounts, directors' reports and auditor's reports before the Company in general meeting.
- 2 That in accordance with the provisions of sections 379A and 366A of the Act, with immediate effect, the Company elects to dispense with the need to hold annual general meetings.
- 3 That in accordance with the provisions of sections 379A and 386 of the Act with immediate effect, the Company elects to dispense with the need to appoint or re-appoint auditors annually.
- 4 That in accordance with sections 379A and 80A of the Act, with immediate effect, the provisions of section 80A of the Act shall apply to the Company instead of the provisions of sections 80(4) and (5) of the Act in relation to the giving or renewal hereafter of an authority for directors to allot relevant securities under section 80 of the Act.
- 5 That in accordance with sections 379A, 369(4) and 378(3) of the Act, with immediate effect, the provisions relating to the majority required to authorise short notice of meetings under sections 369(4) and 378(3) of the Act in relation to the Company shall be read and construed as if references to 95 per cent were substituted by references to 90 per cent.

The date of these resolutions shall be the date of the signature of the last member of the Company to sign these resolutions and shall be valid notwithstanding that there are signed in separate counterparts and/or on different dates by the various members of the Company.

Dated 2nd Dec. 1993

M.S. [Signature]

FOR AND ON BEHALF OF

TIME WARNER ENTERTAINMENT
UK LIMITED
