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COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[] [] []

02328917

Name of company

* RIGHTS WORLDWIDE LIMITED* Insert full
name of CompanyI, PETER ROBERT FREEMAN SIMPSONof HILLSIDE FARMHOUSESISSINGHURSTRGENT† delete as
appropriatedo solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]: **CB**[person named as director or secretary of the company in the statement delivered to the registrar **CB**under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 1835Declared at INTEREST HOUSE

Declarant to sign below

LADWICHLONDON WC2the 1st day of DECEMBEROne thousand nine hundred and Eighty Eightbefore me Susan BartonA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.Presentr's name address and
reference (if any):P.R.F Simpson
Faber & Faber Ltd
3 Queen Sq
London
WC1N 3AU

For official Use

New Companies Section

Post room

COMPANIES HOUSE

1 - 2 DEC 1988

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The Solicitors' Law Stationery Society plc, Oyez House, 27 Cripps Street, London SE1 5TS

4-88 B'HAM.

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COMPANIES FORM No: 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering*Insert full name
of company

Name of company

RIGHTS WORLDWIDE LIMITED

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

3 QUEEN SQUARE

LONDON

Postcode

WC1N 3AU

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

Postcode

Number of continuation sheets attached (see note 1)

Presenter's name, address and
reference (if any):PRE SIMPSON
FABER & FABER LTD
3 QUEEN SQ
LONDON
WC1N 3AU

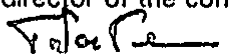
For official use

General Section

COMPANIES HOUSE


Po2 received 1088
COMPANIES REGISTRATION
28 OCT 1988
19 NOV 1988
OFFICE 72

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:

Name (note 3) THOMAS HUGH PASTEUR		Business occupation BUSINESSMAN	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) THE RED HOUSE, ALDERMASTON READING		Date of birth (where applicable) (note 6)	
Postcode RG7 4LN			
Other directorships† FORESTWOOD UK LTD DAVID STONE ASSOCIATES LTD FABER MUSIC LTD			
I consent to act as director of the company named on page 1			
Signature 		Date 26.9.88	

Please do not write in this margin

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

Name (note 3) ROBERT HOWARD PURDY BOYLE		Business occupation BUSINESSMAN	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) SWISS COTTAGE, DERWENT DRIVE, TUNBRIDGE WELLS		Date of birth (where applicable) (note 6)	
Postcode TN4 9TB			
Other directorships† FABER MUSIC LTD FABER & FABER PUBLISHERS LTD			
I consent to act as director of the company named on page 1			
Signature 		Date 26.9.88	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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write in
this margin

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

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

Name (notes 3 & 7) PETER ROBERT FREEMAN SIMPSON	
Previous name(s) (note 3)	
Address (notes 4 & 7) HILLSIDE FARMHOUSE	
SISSINGHURST KENT	
	Postcode TN17 2JH
I consent to act as secretary of the company named on page 1	
Signature PRF	Date 18th November 1988

Delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	
Date	

Delete if the form is
signed by an agent
on behalf of the
subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them

Signed [Signature]	Date 15.11.88
Signed [Signature]	Date 18.11.88
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

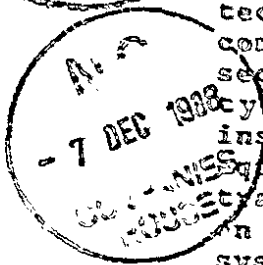
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF RIGHTS WORLDWIDE LIMITED

02328917



1. The name of the Company is RIGHTS WORLDWIDE LIMITED .
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - a. i. To act as advisers and consultants in relation to all rights of copyright and related rights which now subsist or may subsist in the future under the laws of any country in the world in all categories of works or productions which now exist or may exist in the future and in relation to any other rights or interest in any works or productions of any kind and any trade marks service marks patents or other proprietorial interests in intellectual property of any kind and itself to acquire dispose of license or otherwise exploit in any manner it may deem fit any such right as aforesaid.



To carry on the businesses of consultants and advisers, to employ, train and provide on a commercial basis the services of directors, experts, executives, staff and personnel of all kinds, to act as advisers and consultants in business development, efficiency technique, business, office and works management studies, public and personnel advertising, marketing, sales promotion, and product design in relation to all types of commercial and manufacturing undertakings and technical, economic and financial matters affecting commerce and industry, to perform all duties of a secretarial nature, including direct mail services, typing, shorthand, duplicating, translating, instructing and advising on all matters of office equipment and supplies, to carry on a school providing training in all branches of secretarial work, to carry on business as office system specialists, business system organisers, business transfer agents, public city experts, consultants, agents and contractors, hire purchase financiers and consultants, industrial bankers, manufacturers, designers, repairers and dealers in stationery, office equipment, machinery and

28 OCT 1988
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appliances, materials and supplies of every description; to act as business managers, business contractors and representatives, rates adjusters, arbitrators, trustees and sureties, commission and general agents; and to arrange business and professional partnerships and to enter into, assist, or participate in financial commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with this Company.

- b. To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- c. To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- d. To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- e. To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- f. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or

otherwise deal with all or any part of the property and rights of the Company.

- g. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- h. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- i. To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- j. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- k. To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- l. To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and to comply with any such charters, decrees, rights, privileges, and concessions.
- m. To subscribe, for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any

business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

- n. To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- o. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- p. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- q. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- r. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- s. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards

insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- t. To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- u. To procure the Company to be registered or recognised in any part of the world.
- v. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- w. To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

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

Names, addresses and description of Subscribers	Number of shares taken by each Subscriber
---	---

FABER MUSIC HOLDINGS
3 Queen Square
London
WC1N 3AU
SEAL ATTACHED
IN PRESENCE OF:

1

DIRECTOR

SECRETARY

R H P Boyle
3 Queen Square
London
WC1N 3AU

1

Dated 21st October 1988

Witness to the above Signatures:- Gra. Evans.

'Hegge'

Charmstrong AC

HAROLD HEAN

St. Bishop's Stortford

Herts

Asst Company Secretary

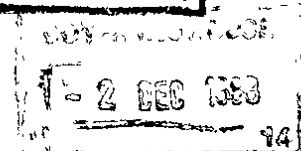
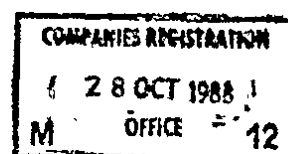
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
RIGHTS WORLDWIDE LIMITED

1. Preliminary and Interpretation

- 1.1 The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) shall apply to the Company save insofar as they are excluded or varied hereby.
- 1.2 In these regulations and in the regulations of Table A that apply to the Company:



"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the articles for the time being of the Company

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution whether under seal or under hand

"office" means the registered office for the time being of the Company

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares

"the seal" means the common seal of the Company and includes the official seal (if any) kept by the Company by virtue of section 40 of the Act

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland

"the Holding Company" means the holding Company as defined by section 736 of the Act

"a person of unsound mind" means a person who is, or may be suffering from mental disorder and either

- a. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- b. in respect of whom an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his property or affairs.

Unless the context otherwise requires, words or expressions contained in these Articles and in the regulations of Table A which apply to the Company bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

2. Private Company

The Company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company 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.

3. Share Capital

3.1 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

3.2 Subject to the provisions of the Act and without prejudice to Sub-Article 3.3 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine. Regulation 3 of Table A shall not apply.

3.3 The unissued shares in the capital of the Company for the time being shall be under the control of the Directors, who are hereby generally and unconditionally authorised to allot, grant options over, or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the Company provided that the authority contained in this Sub-Article insofar as the same relates to relevant securities (defined as aforesaid) shall, unless revoked or varied in accordance with Section 80 of the Act:-

- i. be limited to a maximum nominal amount of shares equal to the amount of the share capital of the Company authorised but unissued at the date of adoption of this

Article; and

- ii. expire on the fifth anniversary of the date of adoption of this Article but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this Sub-Article the Directors shall not be required to have regard to Sections 90(1) and 90(1) to (6) (inclusive) of the Act which Sections shall be excluded from applying to the Company.

4. Lien

The Company shall have a first and paramount lien on every share (other than a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holder; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all moneys payable in respect of it. Regulation 8 of Table A shall not apply.

5. Transfer of Shares

- 5.1 The Directors shall register any transfer of any share which the holding company may require them to register and shall not register any transfer of any share which the holding company requires them not to register but subject thereto may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of any share whether or not it is a fully paid share.

5.2 Regulation 24 of Table A shall not apply.

5.3 No share shall be transferred to any infant, bankrupt or person of unsound mind.

5.4 The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share and if the notice is not complied with within thirty days the directors may withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

5.5 In regulation 31 of Table A, after the words "a member shall" and before the words "have the rights", there shall be inserted the words "unless he has failed to comply with a notice given under regulation 5.4 of the articles of association of the Company".

6. Variation of Rights

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. Notice of General Meetings

An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by

at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed

- a. in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat;
and
- b. in the case of any other Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of death or bankruptcy of a member and to the Directors and Auditors. Regulation 38 of Table A shall not apply.

Regulation 30 of Table A shall not apply.

8. Number and Qualification of Directors

Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two. The shareholding qualification for a Director shall be ten Ordinary Shares of 1 each provided that each Director shall be obliged on ceasing to be a Director for whatever reason if so requested by the holding company to execute a transfer or transfers of such shares in favour of such person as the holding company may nominate in consideration for a payment in cash of the nominal amount of such shares.

9. Alternate Directors

- 9.1 Subject to the prior written approval of the Holding Company any Director (other than an alternate Director) may appoint any other person willing to act to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as otherwise provided in these Articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in Article 8 and Sub-Article 9.2 below.
- 9.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom. A Director present at such meeting and appointed alternate Director for any other Director entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director.
- 9.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director or if he is served with written notice under the hand of a Director or Secretary of the Holding Company that the board of Directors of the Holding Company has resolved that his appointment should be terminated.
- 9.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director or under the hand of a Director or Secretary of the Holding Company making or revoking the appointment and (in the case of appointment) by the person appointed and shall be deposited at the office.

9.5 Without prejudice to Sub-Article 9.2 and save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

9.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

10. Appointment and Retirement of Directors

10.1 The Directors of the Company shall not retire by rotation and Regulations 73 to 77 (inclusive) and regulation 80 of Table A shall not apply and Regulation 78 shall be modified accordingly.

10.2 The Directors shall have the power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board provided that written notice of such appointment is given to the Holding Company at least 30 days prior to the exercise of such power. Regulation 79 of Table A shall not apply.

10.3 Notwithstanding any limitation on the number of Directors imposed by these Articles the Holding Company shall be entitled to appoint any person or persons as a Director or Directors of the Company without limit in number by written notice to the Company under the hand of a Director or the Secretary of the Holding Company that the Board of Directors of the Holding Company has so resolved.

11. Disqualification and Removal of Directors

11.1 The office of Director shall be vacated if:

- i. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

- ii. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- iii. he is a person of unsound mind; or
- iv. he resigns his office by notice to the Company; or
- v. he is removed from office under Section 303 of the Act, or by Extraordinary Resolution of the Company pursuant to Sub-Article 11.2 below.

Regulation 81 of Table A shall not apply.

11.2 Without prejudice to the provisions of Section 303 of the Act relating to the removal of Directors by Ordinary Resolution, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his stead; such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

12. Directors' Interests

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 317 of the Act he shall be counted in the quorum present at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Regulation 94 of Table A shall not apply.

13. Proceedings of Directors

13.1 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have

and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by the Articles. Regulation 89 of Table A shall not apply.

13.2 A resolution in writing signed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in their capacity. Regulation 93 of Table A shall not apply.

14. Notices

14.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that notice calling a meeting of the Directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post to the office or such other place as the Directors may appoint. Regulation 111 of Table A shall not apply.

14.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. In proving service it shall be sufficient to show the envelope containing the notice was duly addressed, stamped appropriately for first class post and posted. Regulation 115 of Table A shall not apply.

15. Indemnity

In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of Section 310 of the Act, every Director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Ordinary Shares taken by each Subscriber
--	---

Faber Music Holdings,

3 Queen Square, London, WC1N 3AU

1

SEAL ATTACHED IN
PRESENCE OF :

DIRECTOR

SECRETARY

R H P Boyle

3 Queen Square, London, WC1N 3AU

1

Dated the 27th October 1988

Witness to the above signatures:- *Eric Evans*

"Hayes"

Chenford Road

Hatfield Heath

Bishops Cleeve

W.S.

ASSISTANT COMPANY
SECRETARY

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2328917

I hereby certify that

RIGHTS WORLDWIDE LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 16 DECEMBER 1988

E. Owen
MRS E. OWEN

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--	--

2328917

Name of company

* RIGHTS WORLDWIDE LIMITED

* insert full name
of company

gives notice that the 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:

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

Day Month

3	1	0	3
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

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

Signed

Paul Sye

Designation†

Company Secretary

Date

21st December 1988

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

For official Use
General Section

Post room

DORMANT COMPANY RESOLUTION

COMPANY No. 232 8917

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

RIGHTS WORLDWIDE LTD LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE 10TH JULY DAY OF JULY 19 92

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

OR

The accounts of the company for the financial year ending 31st March 91 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 (as amended by S.14 of the Companies Act 1989) relating to the audit of accounts.

SIGNED D. A. Wood
Director or Secretary of company

DATE 2 Dec 1992

