**Statutory Declaration of compliance
with requirements on application
for registration of a company**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 block lettering

To the Registrar of Companies

For official use

For official use



2413667

Name of company

* Insert full
name of Company* TANGOLAVE LIMITEDI, SUNDER MANSUKHANIof 70-74 City RoadLondon EC1Y 2DQ† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~†
[person named as director or secretary of the company in the statement delivered to the registrar
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 1835

Declared at 88 Bilton Road,
Greenford, Middx UB6 7BW

Declarant to sign below

the 28th day of JuneOne thousand nine hundred and eighty-ninebefore me [Signature][Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

J. F. LESTER
88 BILTON ROAD
GREENFORD, MIDDX
UB6 7BW

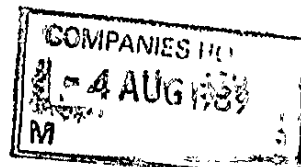
Presenter's name address and
reference (if any):

STEPHEN COX
LAW SERVICES

70/74 CITY ROAD, LONDON EC1Y 2DQ
TELEPHONE: 01-490 1412 TELEX: 8811127
FAX: 01-490 2785 DX: 36004 FINSBURY

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 10

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

10

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

Name of company

*Insert full name
of company

TANGOLAKE LIMITED

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

70/74 City Road,

LONDON

Postcode

EC1Y 2DQ

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

STEPHEN COX LAW SERVICES

70/74 City Road,

LONDON

Postcode

EC1Y 2DQ

Number of continuation sheets attached (see note 1)

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

STEPHEN COX
LAW SERVICES

70/74 CITY ROAD, LONDON EC1Y 2DQ
TELEPHONE 01-490 3412 TELEX 88112
FAX 01-490 2285 DX 9024 HINSHURY

For official use

General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)		Business occupation	
SUNDER MANSUKHANI		Formation Agent	
Previous name(s) (note 3)		Nationality	
Address (note 4)		British	
70/74 City Road		Date of birth (where applicable)	
London	Postcode	(note 6)	
EC1Y 2DQ			
Other directorships†			
STEPHEN COX LAW SERVICES LTD			
STEPHEN COX & CO. (MICROFILMING) LIMITED			
I consent to act as director of the company named on page 1			
Signature <i>Sunder Mansukhani</i>		Date 28th June 89	

Please do not write in this margin

†Enter particulars of other directorships held or previously held (see note 2). If this space is insufficient use continuation sheet

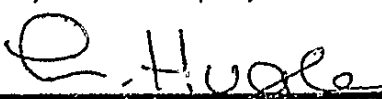
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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

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:

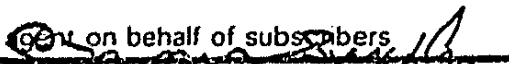
Please do not write in this margin

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

Name (notes 3 & 7)	
LYNN HUGHES	
Previous name(s) (note 3) CARRINGTON	
Address (notes 4 & 7) 70/74 City Road	
LONDON	Postcode EC1Y 2DQ
I consent to act as secretary of the company named on page 1	
Signature 	Date 28th June 89

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

Delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers 	Date 28th June 89
---	-------------------

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

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



2413667

MEMORANDUM OF ASSOCIATION

of

TANGOLAKE LIMITED

1. The name of the Company is TANGOLAKE LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are :

(A) (1) To carry on the business of television, film, radio, telerecording, theatre, music hall, concert hall, cinema, ballroom, pageant, circus, ballet, opera, pantomime and record producers, promoters, impressarios, directors, managers and proprietors and caterers for public and private amusements and entertainments of every kind and to carry on the business of script, scenario, song, music, film, play, programme and general authors, writers, editors, agents, publishers and printers.

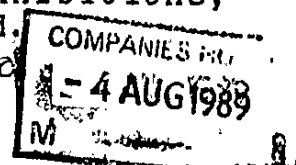
(2) To acquire and turn to account the copyright or other interest in or the right to perform or reproduce any literary, dramatic, musical or artistic work; and to produce, distribute, sell, import and export, hire and let, exchange, alter or modify, carry out research into, act as agents for or otherwise deal in films, stage, theatre, television and radio productions, sound and vision recordings, records, electronic, electrical, mechanical, optical, cinematograph and scientific equipment, apparatus, materials, plant, machinery, furniture, fixtures and fittings, accessories, parts, components, musical instruments of every description and wireless sets.

(3) To carry on the professions or businesses of actors, singers, musicians, playwrights, reporting and casting agencies, theatrical agents, consultants, advisers, lecturers and technicians and to carry on business as proprietors of cinemas, ballrooms, bingo halls, bowling alleys, concert halls, billiard halls, skating rinks, swimming or turkish baths, lecture rooms, theatres, libraries, hotels, restaurants, shops, offices and any premises where entertainments, exhibitions, dances, concerts, amusements and sports are provided.

Lloyds + Co

P10

105261.



(B) To carry on any other business or trade which in the opinion of the directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

(F) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.

(H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or

incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.

(J) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies.

(K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(L) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(M) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed.

(N) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(O) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(S) 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, and for such purpose to distinguish and separate capital from profits, 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.

(T) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.



(U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.


5. The share capital of the Company is £100.00 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
 SUNDER MANSUKHANI 70-74 City Road, London, EC1Y 2DQ.	ONE
 LYNN HUGHES 70-74 City Road, London, EC1Y 2DQ.	ONE

DATED 28th June 1989.

WITNESS to the above signatures :


MANZOOR M. SHAIKH
70-74 City Road,
London, EC1Y 2DQ.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TANGOLAKE LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.

2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
- (b) any allotment of, or agreement 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

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise

dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

LIEN

6. The Company shall have a first and paramount lien on every share for all monies (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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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 dividends payable thereon.

TRANSFER AND TRANSMISSION

7. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or

deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

10. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification.

11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

ROTATION OF DIRECTORS

12. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

INDEMNITY

15. 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, managing 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 and discharge of the duties of his office.

Names and Addresses of Subscribers

S. Mansukhani

SUNDER MANSUKHANI
70-74 City Road,
London, EC1Y 2DQ.

L. Hughes

LYNN HUGHES
70-74 City Road,
London, EC1Y 2DQ.

DATED 28th June 1989.

WITNESS to the above signatures :

M. Shaikh

MANZOOR M. SHAIKH
70-74 City Road,
London, EC1Y 2DQ.

FILE COPY



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

No. 2413667

I hereby certify that

TANGOLAKE 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 AUGUST 1989

P. Bevan
P. BEVAN

an authorised officer