

25 - 08 - 95

FILE COPY



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

Company No. 3095979

The Registrar of Companies for England and Wales hereby certifies that
GLORIA MUNDI PRODUCTIONS LIMITED

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

Given at Companies House, Cardiff, the 29th August 1995



N03095979T

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G

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 block lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* GLORIA MUNDI PRODUCTIONS

LIMITED

* Insert full
name of Company

I, GRAHAM MICHAEL COWAN SIGNING ON BEHALF

of ACCESS NOMINEES LIMITED

INTERNATIONAL HOUSE, 31 CHURCH ROAD

HENDON, LONDON, NW4 4EB

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(sole director of the company)~~
[person named as director ~~XXXXXX~~ 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 12 ARNOS GROVE

SOUTHGATE

LONDON, N14 7AS

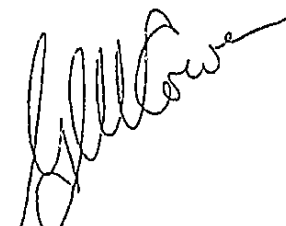
Declarant to sign below

the 21st day of August

One thousand nine hundred and NINETY FIVE

before me 

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



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

For official Use

New Companies Section

Post room

25 - 08 - 95

CHA 125



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

GLORIA MUNDI PRODUCTIONS

LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

INTERNATIONAL HOUSE

31 CHURCH ROAD

Post town

HENDON

County / Region

LONDON

Postcode

NW4 4EB

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

ACCESS COMPANY FORMATIONS

Address

INTERNATIONAL HOUSE

31 CHURCH ROAD

Post town

HENDON

County / Region

LONDON

Postcode

NW4 4EB

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

ACCESS COMPANY FORMATIONS

INTERNATIONAL HOUSE, 31 CHURCH ROAD, HENDON,

LONDON NW4 4EB

Tel 0181 202 2220

DX number 59301

DX exchange HENDON

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised March 1995

25-08-95

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)		NONE	
Surname		ACCESS REGISTRARS LIMITED	
Previous forename(s)		NONE	
Previous surname(s)		NONE	
Address		INTERNATIONAL HOUSE	
Usual residential address For a corporation, give the registered or principal office address.		31 CHURCH ROAD	
Post town		HENDON	
County / Region		LONDON	Postcode NW4 4EB
Country		U.K.	

I consent to act as secretary of the company named on page 1

Consent signature *[Signature]* for and on behalf of Date 21.8.95

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		*Honours etc	
Forename(s)		NONE			
Surname		ACCESS NOMINEES LIMITED			
Previous forename(s)		NONE			
Previous surname(s)		NONE			
Address		INTERNATIONAL HOUSE			
Usual residential address For a corporation, give the registered or principal office address.		31 CHURCH ROAD			
Post town		HENDON			
County / Region		LONDON	Postcode	NW4 4EB	
Country		U.K.			

Date of birth

X	X	X	X	X	X
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 Nationality U.K. REGISTERED

Business occupation LIMITED COMPANY

Other directorships

I consent to act as director of the company named on page 1

Consent signature *[Signature]* for and on behalf of Date 21.8.95

This section must be signed by

an agent on behalf of all subscribers

Signed

for and on behalf of

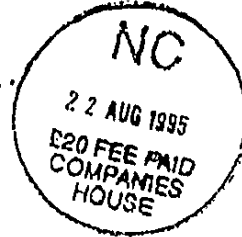
Date

21.8.95

25 - 08 - 95

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3095979



The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GLORIA MUNDI PRODUCTIONS LIMITED

1. The name of the Company is "Gloria Mundi Productions Limited".

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

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

(a) To carry on all or any part of the business or businesses as promoters, designers, consultants and agents for leisure centres of all kinds and to construct and manage leisure centres in all its branches; as promoters of social and commercial entertainments, sporting events and functions of all kinds, with particular emphasis on the operation and management of same for social and sports clubs in all their branches, and also for business houses, industrial concerns, institutions, private clients and otherwise, and as consultants and advisers for any of the above; as caterers and catering contractors and as proprietors and or managers of restaurants, canteens, clubs and otherwise, and to organise and arrange outside catering functions at exhibitions, fetes, garden parties or otherwise; to engage, manage and act for artistes, actors, singers, dancers, musicians and entertainers of all kinds, and to sponsor engagements at the theatres, clubs, music and dance halls and any other places of amusements and entertainment, sporting events or otherwise, all as the Company sees fit.

(b) To carry on the businesses of sports outfitters, travel and holiday agents, insurance brokers and agents, haulage and transport contractors, general merchants, agent and traders; to manufacture, import, buy, sell, exchange and deal in any plant, machinery, commodity, materials, articles or things capable of being conveniently made, used or sold in connection with the foregoing businesses; to any of them or likely to be required by persons having dealings with the Company or frequenting the premises of the Company.

(c) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.

(d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.

(g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, or guarantees by, any other Company.

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions as may seem expedient.

(i) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or Companies, upon such terms and with or without security and subject to such conditions as may seem desirable.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.

(k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

(m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other Company or corporation.

(n) To remunerate any person firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(p) To promote or aid in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.

(r) To remunerate the Directors of the company in any manner the Company may think fit.

(s) To distribute any property of the Company in specie among the members.

(t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

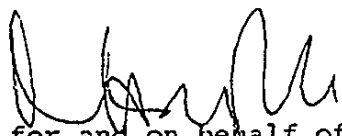
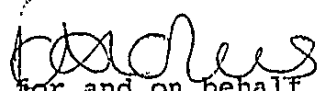
It is hereby expressly declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

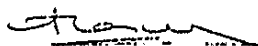
25 - 08 - 95

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
 for and on behalf of ACCESS NOMINEES LIMITED INTERNATIONAL HOUSE 31 CHURCH ROAD HENDON LONDON NW4 4EB	ONE
 for and on behalf of ACCESS REGISTRARS LIMITED INTERNATIONAL HOUSE 31 CHURCH ROAD HENDON LONDON NW4 4EB	ONE

DATED The 3rd day of July 1995

WITNESS to the above signatures:-



for and on behalf of
 ACCESS COMPANY INCORPORATIONS LIMITED
 INTERNATIONAL HOUSE
 31 CHURCH ROAD
 HENDON
 LONDON
 NW4 4EB

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GLORIA MUNDO PRODUCTIONS LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or 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.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that Share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders or his estate and clause 8 of Table A shall be modified accordingly.

GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, 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 Directors and to the Auditors for the time being of the Company.

11. If a quorum is not present within half and hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a Share whether or not it is a fully paid Share.

DIRECTORS

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

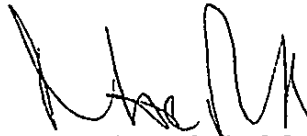
15. The first Director or Directors of the Company shall be the person or persons named in the statement under Section 10 of the Companies Act 1985.

16. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

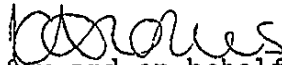
17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

18. A Director may vote as a Director 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 a quorum when any such contract or arrangement is under consideration and Clause 94 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS



for and on behalf of
ACCESS NOMINEES LIMITED
INTERNATIONAL HOUSE
31 CHURCH ROAD
HENDON
LONDON
NW4 4EB



for and on behalf of
ACCESS REGISTRARS LIMITED
INTERNATIONAL HOUSE
31 CHURCH ROAD
HENDON
LONDON
NW4 4EB

DATED The 3rd day of July 1995

WITNESS to the above signatures:-



for and on behalf of
ACCESS COMPANY INCORPORATIONS LIMITED
INTERNATIONAL HOUSE
31 CHURCH ROAD
HENDON
LONDON
NW4 4EB