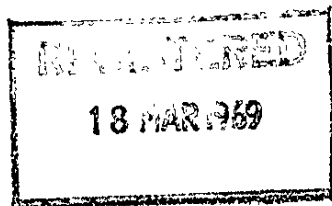


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of }
1969

THE COMPANIES ACTS 1948 to 1967



DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

PHONODISC
LIMITED

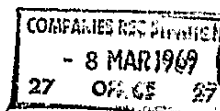
Presented by

Presenter's Reference _____

R.A.P. Burrill, Esq.,

Century House,

Shaftesbury Avenue, London W.C.2.



Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, RICHARD ADRIAN PECKOVER BURRILL

of Century House, Shaftesbury Avenue, London W.C.2.

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) A Solicitor of the
Supreme Court engaged in the formation

of _____
Phonodisc Limited,

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

Note.—This margin is reserved for binding and must not be written across.

Declared at 122, Shaftesbury Avenue

W.C.2. independent London

the 6th day of March

one thousand nine hundred and ninety
nine

R. A. P. Burrill

Before me,

James J. Bennett

A Commissioner for Oaths [or Notary Public or]
Justice of the Peace.

STATEMENT OF THE NOMINAL CAPITAL

OF

PHONODISC

LIMITED

in pursuance of Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.



NOMINAL CAPITAL of the above named Company is £ 10,000.

Signature

R. A. P. Burrill

Description

Solicitor

Dated the

6th

day of

March

1969

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

R. A. P. Burrill,

Presenter's Reference

Century House, Shaftesbury Avenue, London W.C.2.



Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 6 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 1 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

COMPANY LIMITED BY SHARES

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Memorandum of Association

OF

PHONODISC LIMITED

REGISTERED

18 MAR 1969

1. The name of the Company is "PHONODISC 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 the business of manufacturers and suppliers of and distributors and dealers in gramophone records, discs, tapes, films, devices, accessories, appliances, materials and requisites of every kind whereby sound or vision is recorded, amplified, produced, reproduced, transmitted or received, and sleeves, labels and packaging therefor, and the business of manufacturers and suppliers of and dealers in electrical, radio, television and scientific components, materials, substances, fittings, accessories and apparatus of all kinds.
 - (B) To carry on the business of carriers and shipping, forwarding and transport agents and the business of storing, warehousing and distributing records, tapes and other merchandise of all kinds and to acquire, maintain and operate depots for the storage, packing and distribution of records, tapes and other merchandise as aforesaid.
 - (C) To carry on the business of manufacturers and suppliers of apparatus, instruments, devices, machinery, components and accessories for use in connection with the

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COMPANIES REGISTRATION
- 8 MAR 1969
27 OFFICE 27

production and distribution of electricity for heat, light, power and other purposes and the business of electrical, radio, electronic, television, telecommunication, automotive, mechanical and general engineers, merchants and contractors.

- (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control factories, buildings, stores, depots, plant and machinery, and works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (F) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (G) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, designs, trade marks, copyrights or other exclusive or non-exclusive rights of any kind which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (H) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by bonds, mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or

by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including

Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for ~~sharing~~ the profits of the Company with its employees or any of them.

- (Q) To distribute any property of the Company in specie among the members.
- (R) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (S) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 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 DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>L. Gould, 96 ALBION GATE LONDON. W. 2. Company Director</i></p>	<p>ONE ✓</p>
<p><i>S. W. Turner 31 Garrard Road, Banstead Surrey Accountant</i></p>	<p>ONE ✓</p>
<p>Total shares taken ..</p>	<p>Two ✓</p>

Dated the 20th day of February, 1969.

Witness to the above Signatures—

*R. A. P. Bunnell
Century House
Shaftesbury Avenue
London. W. C. 2.
Solicitor.*



950138/2

The Companies Acts 1948 to 1967



COMPANY LIMITED BY SHARES

Articles of Association
OF
PHONODISC LIMITED

PRELIMINARY.

1. The regulations contained in Part I and Part II of Table A in the First Schedule of the Companies Act, 1948, as amended by the Companies Act, 1967 (hereinafter called "Table A"), shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53 and 77, and 89 to 93 in Part I of Table A and regulation 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL AND TRANSFERS.

3. The authorised share capital of the Company is £10,000, divided into 10,000 Ordinary Shares of £1 each.

4. The shares whether original or new shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by regulation 11 in Part I of Table A shall attach to fully paid-up shares, and to 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.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 in Part I of Table A shall be modified accordingly.

GENERAL MEETINGS.

7. The quorum for the transaction of business at any General Meeting shall be two members each present in person or by proxy.

8. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more members.

DIRECTORS.

9. Unless and until otherwise determined by the Company by Ordinary Resolution the Directors shall be not less than two nor more than seven in number and regulation 75 in Part I of Table A shall be modified accordingly. The first Directors shall be appointed by the signatories to the Memorandum of Association.

10. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by section 199 of the Act and regulations 84 (1) and (2) in Part I of Table A shall be modified accordingly. A Director shall be entitled to vote as a Director in respect of any contract or arrangement in which he shall be interested and may be counted in the quorum present at any such meeting.

11. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

12. A Director shall not be required to hold any qualification shares, but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

13. A resolution in writing of the Directors may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 106 in Part I of Table A shall be modified accordingly.

14. Paragraph (f) of regulation 88 in Part I of Table A shall not apply to the Company.

15. A member or members holding a majority in nominal value of the issued shares for the time being of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an additional Director or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

BORROWING POWERS.

16. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

L. Jewell, 96 ALBION GATE London. W.2. ✓
Company Director ✓

S. W. Turner, 31 Garrard Road, Banstead, Surrey ✓
Accountant ✓

Dated the 20th day of February, 1969. ✓

Witness to the above Signatures—

R. A. A. Bumill
Century House
Sheftesbury Avenue.
London. W.C.2.
Solicitor



CERTIFICATE OF INCORPORATION

No. 950138

I hereby certify that

PHONODISC LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **18th MARCH, 1969.**

A handwritten signature in cursive script, appearing to read 'R. Knight'.

Assistant Registrar of Companies