

FILE COPY



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

Company No. 3529802

The Registrar of Companies for England and Wales hereby certifies that

LASTDOGMA LIMITED

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

Given at Companies House, London, the 12th March 1998



N03529802G

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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



COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

3529802

Company Name in full

LASTDOGMA LIMITED



F012001J

I, SARAH BRADLY

of 92 LUPUS STREET, LONDON SW1V 3HH

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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

† Please delete as appropriate.

FOX AND GIBBONS
2 OLD BURLINGTON STREET
LONDON W1X 2QA

Declarant's signature

Sarah Bradley

Declared at 2 OLD BURLINGTON ST, LONDON W1

the 12TH day of MARCH

One thousand nine hundred and ninety EIGHT

• Please print name.

before me • PAUL C. SUPPLE

Signed

Supple

Date

12.3.98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

SARAH BRADLY
MATRIX-SECURITIES, GOSSARD HOUSE, 7-8 SAVILE ROW
LONDON W1X 1AF Tel 0171 292 0800
DX number 54266 DX exchange PILLADILLY

Companies House receipt date barcode

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



First directors and secretary and intended situation of registered Office

3529802

Company Name in full

Lastdogma Limited



* F 0 1 0 0 C 5 0 *

Proposed registered office

(PO Box numbers only, are not acceptable)

Gossard House

7-8 Savile Row

Post town

London

County / Region

Postcode

W1X 1AF

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.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

SARAH BRADLY
MATRIX- SECURITIES
GOSSARD HOUSE
7-8 SAVILE ROW
LONDON
W1X 1AF

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary

Name	*Style / Title	Mrs	*Honours etc	
* Voluntary details	Forename(s)	Sarah		
	Surname	Bradly		
	Previous Forename(s)			
	Previous Surname(s)	Mc Loughlin		
Address	92 Lupus Street			
Usual residential address				
For a corporation, given the registered or principal office address.				
	Post town	London		
	County / Region		Postcode	SW1V 3HH
	Country			

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

Consent signature Sarah Bradly **Date** 12.3.98

Directors	Name	*Style / Title	Mr	*Honours etc	
	Forename(s)	Niall Richard			
	Surname	Bamford			
	Previous Forename(s)				
	Previous Surname(s)				
Address	43 Downs Road				
Usual residential address					
For a corporation, given the registered or principal office address.					
	Post town	Belmont			
	County / Region	Surrey	Postcode	SM2 5NR	
	Country	England			

Day Month Year

Date of birth 03 01 66 Nationality British

Business occupation Chartered Accountant

Other directorships Morris Bamford Associates Limited

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

Consent signature Niall Bamford **Date** 12.3.98

Directors (continued)

Name *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous Forename(s)

Previous Surname(s)

Address

Usual residential address

For a corporation, given the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

3529802

The Companies Act 1985
Private Company Limited by Shares
MEMORANDUM OF ASSOCIATION
of
Lastdogma Limited



- 1 The name of the company (hereinafter called 'the Company') is
Lastdogma Limited
- 2 The Company is to be a private company.
- 3 The registered office of the Company will be situated in England and Wales.
- 4 The object for which the Company is established is to carry on business as a general commercial company.
- 5 The liability of the members is limited.
- 6 The share capital of the Company is £1,000,000 divided into 1,000,000 ordinary shares of £1.00 each.

NI Inc - K100 -
BB 10 8156
SKAY

I the subscriber to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and I agree to take the number of shares in the capital of the Company set opposite my name.

Niall Richard Bamford
43 Downs Road
Belmont
Surrey
SM2 5NR

2

Signed *Niall Bamford*

Witness to the above signatures

Signed *Sim*

Name and address:

*STEVEN WILKINSON
62 LANGLEY PARK ROAD
SUTTON
SURREY*

Occupation

ACCOUNTANT

Dated this

12th day of *March*

1998

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

LASTDOGMA LIMITED

PRELIMINARY

1. In these articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and "the Shareholder" means the holder of all the equity shares for the time being issue of the Company from time to time.
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "Regulations" are to regulations of Table A.
3. Regulations 3, 24-26 inclusive, 40, 53, 65-67 inclusive, 71-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply.

SHARE CAPITAL

4. The share capital of the Company is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.
5. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.

TRANSFER OF SHARES

6. The directors shall register the transfer by the Shareholder of any share in the Company and, if directed by the Shareholder, the transfer by any other person of any share in the Company, but the directors shall not register a transfer in any other circumstances.

NOTICE OF GENERAL MEETINGS

7. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being and the registered office of the Shareholder for the attention of the Secretary, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
9. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

NUMBER OF DIRECTORS

10. Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one.

ALTERNATE DIRECTORS

11. Any director (other than an alternate director) may appoint any other director or any other person approved by the Shareholder and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.
12. An alternate director shall be entitled:-
 - (a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
 - (b) to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and
 - (c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.

13. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
14. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

POWER OF DIRECTORS

15. The directors may, by power of attorney or otherwise, appoint any person approved by the Shareholder to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers to any person(s) approved by the Shareholder.

DELEGATION OF DIRECTORS' POWERS

16. The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Shareholder. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

17. The Shareholder may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Shareholder and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
18. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

DISQUALIFICATION OF DIRECTORS

19. The office of a director shall be vacated if he:-
 - (a) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
 - (d) resigns his office by notice to the Company; or

- (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

20. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
21. A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notice of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Regulation 88 shall be modified accordingly.
22. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
23. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

SHAREHOLDER'S CONSENT

24. The consent in writing of the Shareholder must be obtained by the directors of the Company to the Company:-
- (a) making any variation of the rights attached to any of the shares for the time being in the capital of the Company or any grant of an option to acquire or subscribe for shares of the Company or the issue of any securities convertible into shares of the Company or the entry into any agreement for the same;
 - (b) making any material change in the nature or scope of the Company's business or entering into or varying any contract or assuming any liability or carrying on any business other than the business of film production and distribution (and incidental matters related to such businesses);
 - (c) entering into or varying any contract or assuming any liability which is of a long term, unusual, onerous or unprofitable nature (other than in the ordinary course of business);
 - (d) disposing of the whole or any part of the undertaking or assets of the Company or any interest therein;
 - (e) forming or acquiring any subsidiary company or subsidiary undertaking or acquiring the whole or part of the assets or undertaking of any interest in any company;

- (f) acquiring or disposing of any asset or give any service otherwise than at market value and on an arm's length basis;
- (g) borrowing any moneys, incurring any indebtedness or entering into any contract of guarantee, indemnity or suretyship or any agreement to do so;
- (h) engaging, employing or appointing any employee or consultant to work or to provide services for the Company;
- (i) engaging in any business or activity outside the United Kingdom.

INSURANCE AND INDEMNITY

- 25. The Company shall with the written consent of the Shareholder be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 26. Subject to the provisions of the Act, the Company may with the written consent of the Shareholder indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.

SINGLE MEMBER COMPANY

- 27. If, and for so long as, the Company has only one member, the following provisions shall apply:-
 - (a) one person entitled to vote upon the business to be transacted, being the sole member or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum;
 - (b) the sole member (or the proxy or authorised representative of the sole member) shall be the chairman of any general meeting of the Company;
 - (c) if the sole member takes any decision which may be taken by the Company in general meeting and such decision is not taken by way of written resolution, the sole member shall provide the Company with a written record of such decision; and
 - (d) Regulations 41-52 (inclusive) shall not apply and all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBER

Niall Richard Bamford
43 Downs Road
Belmont
Surrey
SM2 5NR
Chartered Accountant

Signed *Niall Bamford*

Two ordinary shares

Witness to the above signatures

Signed.....*SW*.....

Name and address:

STEVEN WHELTON
67 LANLIVY PARK ROAD
SUTTON
SURREY

Occupation

ACCOUNTANT

Dated this

12th day of March

1998