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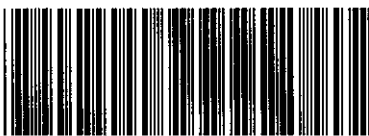
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5577703

The Registrar of Companies for England and Wales hereby certifies that
RIGHT IN YA FACE PRODUCTIONS LTD

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 September 2005



N05577703L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

RIGHT IN YA FACE PRODUCTIONS LTD

I, FREEMEN CORPORATE SECRETARIAL SERVICES LTD
of FLAT 7, 67 MARCHMONT ST, LONDON

† Please 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 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.

Declarant's signature

COOPER WHITEMAN
SOLICITORS

Declared at

34 BLOOMSBURY WAY
LONDON WC1A 2SA

Day Month Year

On 27 09 2005

① Please print name.

before me ①

DANIEL MENELL

Signed

Date

27/09/05

† 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.

DX number

Tel

DX exchange

Th



LD3
COMPANIES HOUSE

0338
27/09/05

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 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



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

RIGHT IN YA FACE PRODUCTIONS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

FLAT 6, ALPINE COURT, LENHAM

ROAD

Post town

LONDON

County / Region

Postcode

SE 12 8QW

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

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Tel

DX number

DX exchange

LD3
COMPANIES HOUSE

0337
27/09/05

Form April 2002

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

Companies House, Crown Way, Cardiff, CF14 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

Company Secretary (see notes 1-5)

Company name

RIGHT IN YA FACE PRODUCTIONS LTD

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

FREEMEN CORPORATE SECRETARIAL SERVICES LTD

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

FLAT 7, 67 MARCHMONT STREET

Post town

LONDON

County / Region

Postcode

WC1N 1AP

Country

UNITED KINGDOM

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

Consent

Date

24 SEP 05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

FREEMEN CORPORATE SECRETARIAL SERVICES LTD

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

FLAT 7, 67 MARCHMONT STREET

Post town

LONDON

County / Region

Postcode

WC1N 1AP

Country

UNITED KINGDOM

Day Month Year

Date of birth

Nationality

Business occupation

CORPORATE EXECUTIVE

Other directorships

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

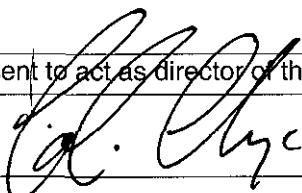
Consent signature

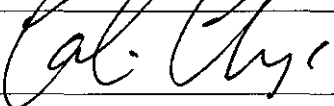
Date

24 SEP 05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc	
Forename(s)		COLIN			
Surname		CHYL			
Previous forename(s)					
Previous surname(s)					
<small>† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>	Address †	FLAT 6, ALPINE COURT			
		LENHAM ROAD			
	Post town	LONDON			
	County / Region		Postcode	SE12 8QW	
	Country	UNITED KINGDOM			
	Date of birth	Day	Month	Year	Nationality
		26	04	1969	BRITISH
	Business occupation	AV CONSULTANT			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	* 		Date	24 SEPO5

This section must be signed by
Either**an agent on behalf**
of all subscribers**Signed****Date****Or the subscribers****(i.e those who signed**
as members on the
memorandum of
association).**Signed**x **Date**

24 SEPO5

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

SC H

100024/440 2

5577703

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RJS

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THE COMPANIES ACT 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
RIGHT IN YA FACE PRODUCTIONS LTD



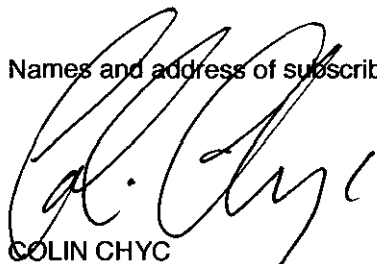
1. The name of the Company is "RIGHT IN YA FACE PRODUCTIONS LTD".
2. The Registered Office of the Company will be in England.
3. The objects for which the Company is established are:
 - 3.1 to provide equipment, consultancy and services in the UK live events industry;
 - 3.2 to carry on such ancillary business as is required to facilitate the objectives listed in 3.1.
4. In support of the objects, but not otherwise, the Company shall have power to do all things incidental or conducive to the attainment of the objects or any of them. In particular (but without limitation) the Company shall have the following powers:
 - 4.1 to pay out of the Company's funds the costs incurred in forming the Company;
 - 4.2 to pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors established by the Articles of Association which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance or indemnity shall not extend to any claim arising from criminal neglect or deliberate default on their part;
 - 4.3 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;
 - 4.4 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding or fellow subsidiary of the Company and of their wives, widows, children and other relatives and dependants and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

5. The liability of the members is limited.
6. The share capital of the company shall be one hundred pounds. There shall be one hundred shares, each with a par value of one pound. Each share shall have equal voting rights, without prejudice to the companies right to issue non voting shares or additional voting shares at any later time.
7. If on the winding up or dissolution of the Company there remains any surplus property after satisfaction of the Company's debts and liabilities, the surplus shall be paid to the members of the Company in proportion to their ownership of shares at that time.

I, the person whose name is written below, wish to be formed into a Company under this Memorandum of Association, and I agree to take the number of shares shown opposite my name:

Names and address of subscriber

Number of shares



COLIN CHYC

100

FLAT 6, ALPINE COURT, LENHAM ROAD

LEE, LONDON

UK, SE12 8QW

Dated the ~~24~~²⁵th day of SEPT 2005

Witness to the above signatures:



Toby Stewart

Flat 7, 67 Marchmont Street,

London WC1N 1AP

Company Name Right In ya face Productions LTD

Company No. 5577703

Articles of Association have not been registered for the above company in this case. (Company Limited by Shares – see Sections 7 and 8 of the Companies Act 1985.)

Signed S. Whiting
(Officer of New Companies Section)

Date 29/9/5