

Company No: ~~31232911~~ 3119095

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- OF -

LIMEWOOD PROPERTIES LIMITED


At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:-

Burlington House
40 Burlington Rise
East Barnet
Herts EN4 8NN

on the ~~7th~~ day of **NOVEMBER** 1995

the following SPECIAL RESOLUTION was duly passed:-

THAT OBJECTS CLAUSE 3(a) BE DELETED ENTIRELY AND THE ATTACHED NEW CLAUSE 3(a) BE SUBSTITUTED IN ITS PLACE.


.....
Director/Secretary



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

KAY DEE IMPORTS LIMITED

(Objects Clause 3(a) was changed by Special Resolution dated 7/11/95)

1) The name of the Company is "Kay Dee Imports Limited"

2) The Registered Office of the Company will be situated in England or Wales.

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

(a) To carry on all or any part of the business or businesses as manufacturers, wholesalers, retailers, distributors, importers, exporters, producers and dealers of video equipment and tapes, records and slide tapes and all other recordings now known or hereinafter devised, together with all equipment and accessories required therefor; as recording engineers, and to own, operate and/or manage recording studios and to employ all musicians, entertainers, actors, theatrical acts, and to act as theatrical agents generally; to set up, promote and hold exhibitions, presentations and conferences of all kinds as agents and principals; as music publishers, printers, booksellers, film makers and producers, mail order salesmen, agents and distributors for all or any of the above; as managers and proprietors of concert halls, theatres and cinema or otherwise and to provide entertainments of all kinds; as caterers, licensed victuallers and restaurant owners; to buy, sell and deal in musical instruments of all kinds, record players, radio and television sets and games, tape recorders, video recorders and all electrical and electronic devices in connection with the above, and to act as consultants, advisers, and instructors therefor, all as the Company sees fit; to deal generally with goods, products and materials of every description required for any business carried on by the Company acting as wholesalers, distributors, dealers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, finance, advertise, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.