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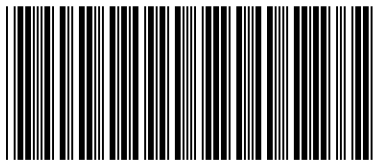
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4957560

The Registrar of Companies for England and Wales hereby certifies that
2XS FILMS 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 7th November 2003



N04957560C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number

4957560

Company name

2XS FILMS LTD

I,

IAN LAWRENCE AUGUST

of

QUARRY HILLS
ALNWICK
UNITED KINGDOM
NE66 3HX

a

person named as a secretary of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

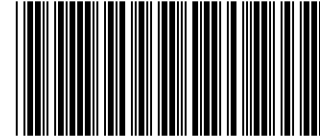
WARNING: The making of a false statement could result in liability to criminal prosecution



Companies House
— for the record —

10(ef)

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



XMEAKPUA

Received for filing in Electronic Format on the: **07/11/2003**

*Company Name
in full:* **2XS FILMS LTD**

*Proposed Registered
Office:* **QUARRY HILLS
ALNWICK
UNITED KINGDOM
NE66 3HX**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **AUGUST IAN LAWRENCE**
Agent's Address: **QUARRY HILLS
ALNWICK
UNITED KINGDOM
NE66 3HX**

Company Secretary

Style/Title: **MR**
Name: **IAN LAWRENCE AUGUST**

Address: **QUARRY HILLS
ALNWICK
UNITED KINGDOM
NE66 3HX**

Consented to Act: **Y** *Date authorised* **07/11/2003** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **SIMON LAWRENCE AUGUST**

Address: **QUARRY HILLS**
ALNWICK
UNITED KINGDOM
NE66 3HX

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **03/10/1973**

Consented to Act: **Y** *Date authorised* **07/11/2003** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **07/11/2003** *Authenticated:* **Yes**

The Companies Act 1985 to 1989

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF 2XS FILMS LTD

1. The Company's name is 2XS FILMS LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £ 1000 divided into 1000 shares of £ 1 each.

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

Shares Taken

Simon Lawrence August
Quarry Hills
Alnwick
NE66 3HX

1

Total Shares Taken

1

Dated : 7-11-2003

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

The Companies Act 1985 (As amended by the Companies Act 1989).

ARTICLES OF ASSOCIATION OF 2XS FILMS LTD

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

APPOINTMENT OF DIRECTORS

1. (a) Unless and until otherwise determined by the Company in general Meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there shall be only one director of the company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors and regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

2. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. other than alternate directors) shall not be subject to any maximum but shall be not less than one.

LIST OF SUBSCRIBERS

Simon Lawrence August
Quarry Hills
Alnwick
NE66 3HX

Dated : 7-11-2003