

WAU! MR MODO LIMITED

Minutes of the Second Board Meeting
held at A.V.E.C. 1-3 SIDNEY ST. SHEFFIELD S1
on 3rd January 1991

PRESENT:

Yvonne O'Donovan - In the Chair

ADAM MORRIS, DIRECTOR
MARTIN GLOVER, DIRECTOR
ALEX PATERSON, DIRECTOR

CHAIRMAN:

It was resolved:-

THAT Yvonne O'Donovan be and is hereby appointed
Chairperson of the Board.

Yvonne O'Donovan took the Chair.

CERTIFICATE:
OF
INCORPORATION:

The Chairperson produced the Certificate of Incorporation
of the Company (No. 2520662) dated 10 July 1990, and
a print of the Memorandum and Articles of Association as
registered.

ACCOUNTING
REFERENCE
PERIOD:

It was resolved:-

THAT the first Accounts of the company be prepared to 30
June 1991 and thereafter to 30 June each year.

DIRECTORS'
INTERESTS:

Notices dated 3rd January 1991 given by the Directors
pursuant to Section 317(3) of the Companies Act 1985
were produced and read to the Meeting.

TRANSFER OF
SHARES:

It was resolved:-

THAT the following subscriber share transfers be
approved:-

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
Sunder Mansukhani	Mr Modo (Records & Tapes) Ltd	1
Lynn Hughes	Wau Recordings Ltd	1

**ALLOTMENT
OF SHARES:**

In accordance with the powers of the Directors under Article Number 6 of the Company's Articles of Association IT WAS RESOLVED:-

THAT the following applications received, be and are hereby accepted and that the shares be allotted, issued and credited as fully paid up for cash received forthwith and that the share be registered in the names of the following applicants:-

<u>Applicant</u>	<u>No of Shares applied for</u>
Mr Modo (Records & Tapes) Ltd	97
Wau Recordings Ltd	1

SEAL:

It was resolved:-

THAT the Seal of which an impression is affixed in the margin hereof be and is hereby adopted as the Common Seal of the Company.

**SHARE
CERTIFICATES:**

It was resolved:-

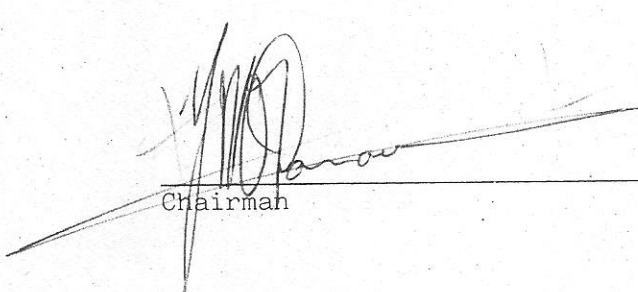
THAT the Seal of the Company be affixed to the Share Certificates relating to the aforesaid shares and that such Certificates be handed to the Transferees.

AUDITORS:

It was resolved:-

THAT Messrs Pannell Kerr Forster, Chartered Accountants, be appointed Auditors of the Company to hold office until the conclusion of the first General Meeting at which Accounts are laid before the Company.

There being no further business the meeting was declared closed.


Chairman

WAU! MR MODO

LIMITED

GENERAL NOTICE OF INTEREST

Pursuant to Section 317(3) of the Companies Act 1985, I give notice that I am to be regarded as interested in any contract which may, after the date hereof, be made with the under-mentioned Companies.

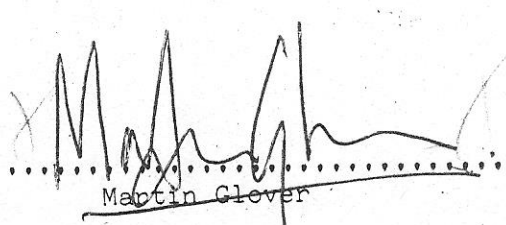
COMPANY

Wau Recordings Ltd
Good Karma Ltd

NATURE OF INTEREST

Director
Director

Signed


Martin Glover

Date

3rd January 1991

WAU! MR MODO

LIMITED

GENERAL NOTICE OF INTEREST

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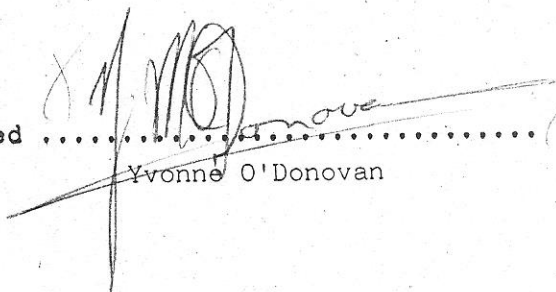
COMPANY

Modo (Records & Tapes) Ltd
L.I.A.M. Music Ltd
The Photographers' Gallery Ltd

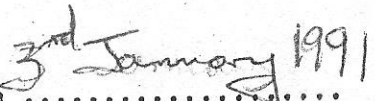
NATURE OF INTEREST

Director
Director
Director

Signed


Yvonne O'Donovan

Date


3rd January 1991

WAU! MR MODO

LIMITED

GENERAL NOTICE OF INTEREST

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COMPANY

Modo (Records & Tapes) Ltd
L.I.A.M. Music Ltd

NATURE OF INTEREST

Director
Director

Signed
Adam Morris

Date 3rd January 1991

WAU! MR MODO

LIMITED

GENERAL NOTICE OF INTEREST

Pursuant to Section 317(3) of the Companies Act 1985, I give notice that I am to be regarded as interested in any contract which may, after the date hereof, be made with the under-mentioned Companies.

COMPANY

Ratio Lex Ltd
Highbury Maine Ltd
Sound of Our Music Ltd

NATURE OF INTEREST

Director
Director
Director

Signed *Alexis Grower*

Alexis Grower

Date *3rd January 1991*

WAU! MR MODO

LIMITED

GENERAL NOTICE OF INTEREST

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COMPANY

Wau! Recordings Ltd

NATURE OF INTEREST

Director

Signed

Alex Paterson

Date

3rd January 1991

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

2520662

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* WAU! MR MODO LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	0	0	6
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

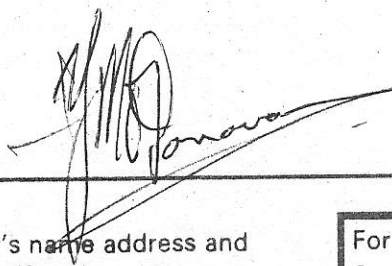
3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Delete as
appropriate

Signed



[Director][Secretary]† Date

Presenter's name address and
reference (if any):

Pannell Kerr Forster
New Garden House
78 Hatton Garden
London EC1N 8JA

59/MJK/32100/3

For official Use
General Section

Post room

Return of allotments of shares**88(2)**

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**Please do not
write in this
marginTo the Registrar of Companies (address overleaf)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

2520662

* insert full name
of company**1. Name of company**

* WAU! MR MODO LIMITED

† distinguish
between
ordinary
preference; etc.**2. This section must be completed for all allotments**

Description of shares †	Ordinary		
A Number allotted	98		
B Nominal value of each	£ 1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 3rd January 1991] §, or

(b) [from _____ 19 _____ to _____ 19 _____] §

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

**3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)****D** Extent to which each share is to be treated as paid up.
Please use percentage.**E** Consideration for which the
shares were allotted**NOTES**

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presentor's name address, telephone
number and reference (if any):Pannell Kerr Forster
78 Hatton Garden
London EC1N 8JA

For official use

Post room

59/MJK/32100/3

Please do not
write in the
margin

Please complete legibly, preferably in black type, or bold block lettering

[illegible]

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation#

DIRECTOR

Date _____

3/1/91

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ