

436242

Example



5961378

COMPANIES ACTS 1963 TO ~~1981~~ 2012

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Redacted

1. The name of the Company is ***Redacted***

2. The objects for which the Company is established are:

(A) To carry on the business of advertising and promotions for all types of products and services, providing advertising, promotion, public relations and general marketing services, and as marketing, public relations and media consultants and all other related activities.

(B) To undertake and carry on and execute all kinds of financial, commercial, trading, manufacturing and other operations, and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the Company's property or rights.

(C) To acquire by purchase, lease, sub-lease, exchange, hire or licence or otherwise, and hold for any estate or interest, and to take options over any lands, buildings, water, wells, streams, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any real, personal, heritable, or movable property of any kind which may appear to be necessary or convenient for the Company's business or for developing or utilising any of the Company's property.

(D) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same, or join with others in so doing.

(E) To apply for, purchase or by other means acquire and protect, prolong and renew, in any part of the world, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and-tum-to-accountand to manufacture. under, or grant rights or privileges in respect of the same, and to expend money in experimenting upon testing, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(G) To manage, supervise and control, or to take part in the management, supervision or control of, any company or undertaking in which the Company is interested by reason of shareholding or otherwise, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.

(H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(I) To invest and deal with the moneys of the Company not immediately required in such shares and upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to any persons, firms or Companies and to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future), goodwill and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 155 of the Companies Act, 1963 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated therein.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

~~(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.~~

(M) To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the appropriate Minister, or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

(N) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(O) To purchase or otherwise acquire for cash or by the issue of shares or debentures or debenture stock, or partly for cash, and partly for shares or debentures or debenture stock, and to sell, lease, let, sublet, exchange, dispose, surrender, let on rent, share of profit, royalty or otherwise, grant options over, mortgage, charge, convert, turn to account, dispose of and otherwise deal with (whether for good or valuable consideration or otherwise) real and personal property and rights of all kinds, and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, goodwill and undertakings and claims, privileges and choses in action of all kinds.

(P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others.

(Q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.

(S) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 155 of the Companies Act 1963 or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons

as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(T) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.

(U) To promote or concur in promoting any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(V) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.

(W) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(X) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(Y) To procure the Company to be registered or recognised in any member State of the European Union and any foreign country or place.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

Provided always that the provisions of this Clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

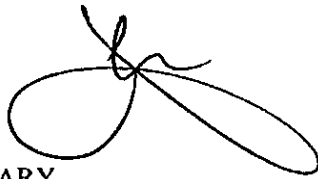
3. The liability of the members is limited.

4. The Share Capital of the Company is EUR 1,000,000 divided into 1,000,000 shares of EUR1.00 each with power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restriction or other term.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the company set out opposite our names.

Names, Addresses, Descriptions of Subscribers and number of shares taken by each.

JON ROCK
17 BROOKFIELD
RUSH
CO. DUBLIN



ONE (1)

COMPANY SECRETARY

WAYNE RAINJONNEAU
215 THE NEW HARDWICKE
DUBLIN 7



ONE (1)

ACCOUNTS ASSISTANT

NUMBER OF SHARES TAKEN

TWO (2)

Dated this 5th day of MARCH 2007

Witness to the above signatures:



COLM HANLEY
17 DAME STREET
DUBLIN 2

COMPANIES ACT 1963 TO ~~2006~~²⁰¹²

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

IPC DIGITAL MEDIA LIMITED

PRELIMINARY

1. The Regulations contained in Table A, Part I, in the First Schedule to the Companies Act, 1963 with the exception of Regulations 75, 77, 79, 85, 91, 98, 102, 109, 112, 130, 131, 132 and 137 thereof and the regulations contained in Part II of Table A aforesaid shall apply to this company save in so far as they are excluded or modified hereby and such Regulations together with the Articles hereinafter contained shall constitute the Regulations of the Company.

SHARE CAPITAL AND SHARES

2. (a) The share capital of the Company is EUR 1,000,000 divided into 1,000,000 shares of EUR 1.00 each.

(b) Subject to the provisions of these Articles relating to new shares, the shares for the time being unissued shall be at the disposal of and under the control of the Directors who are hereby unconditionally authorise⁴ and given power for the purposes of Sections 20 and 24 of the Companies (Amendment) Act 1983, to exercise generally the power of the Company to allot any share or shares, as if Sub-Sections (1), (7) and (8) of Section 23 of the Companies (Amendment) Act 1983 did not apply to the allotment, grant options over or otherwise dispose of any share or shares to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company but so that no share or shares shall be issued at a discount; provided that this authority shall expire five years from the date of incorporation hereof and provided further that the Company may before such expiry make an offer or agreement which would or might require any share or shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement accordingly.

(c) Subject to the provisions of the Companies Acts, 1963 to 2006 the Company may purchase or otherwise acquire, on such terms and in such manner as it thinks fit, any shares in the Capital of the Company.

3. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the company recording the forfeiture and the date thereof, and so soon as the shares so forfeited have been sold or otherwise disposed of an entry shall be made of the manner and date of the sale or disposal thereof.

4. The lien conferred by Regulation 11 of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

5. Any share of a deceased member may be transferred by his executor or administrator to the widow or widower, child or grandchild of such deceased member and Regulation 3 of Part II of Table A shall be amended accordingly.

6. Without prejudice to any special rights previously conferred on the holders of existing shares, any share (including shares which the Company shall have power to issue under Section 207 of the Companies Act, 1990 or otherwise) may be issued with such preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time determine, and any Share may be issued on the terms that it is, or at the option of the Company is liable to be, redeemed. Subject to the provisions of the aforementioned Act, the redemption of such shares may be effected on such terms and in such manner as the Board may from time to time determine.

MEETINGS

7. The following words shall be added to the end of Regulation 53 of Part I of Table A "and fixing the remuneration of Directors."

8. Subject to Section 141 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more of such Members (or their duly authorised representatives).

Such a resolution may also consist of one or more telex, telefax or facsimile messages in like form signed in the name of each or all of the Members provided that in the case of each such telex, telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.

9. Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all other meetings (including Extraordinary General and Class Meetings of the Members of the Company and all meetings of the Board of Directors including any committees of the

Board of Directors) may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Members of the Company (in the case of Meetings of Members of the Company) and that all of the Directors of the Company (in the case of Meetings of the Directors of the Company);

(A) have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the Meeting; and

(B) can hear and contribute to the meeting

- and such participation in a meeting shall constitute presence in person at the meeting.

Subject to Section 140 of the Companies Act, 1963 the Members of the Company or the Directors of the Company may be situated in any part of the world for any such Extraordinary General Meeting or Class Meeting or Meeting of the Board of Directors.

BORROWING POWERS

10. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit without any limit on the amount for the time being remaining undischarged of money so borrowed or secured, and may secure the repayment of, or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or by the issue at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not so charged, or in such other way as the Directors may think expedient.

11. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company, and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, or any other person, subject to such restrictions as the Company in general meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

VOTES OF MEMBERS

12. A poll shall be taken whenever directed by the Chairman or demanded by one or more members entitled to vote, and Regulation 59 of Table A shall be modified accordingly.

DIRECTORS

13. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than seven.

14. The first Directors of the Company shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

15. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the

Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following annual general meeting, when he shall retire, but shall be eligible for re-election.

16. A Director shall not require any share qualification.

17. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him.

Such a resolution may also consist of one or more telex, telefax or facsimile messages in like form signed in the name of each or all of the Directors provided that in the case of each such telex, telefax or facsimile message the Secretary or any Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.

18. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

DISQUALIFICATION OF DIRECTORS

19. The office of a Director shall be vacated:

(a) If he becomes bankrupt or insolvent or compounds with his creditors.

(b) If he becomes restricted or disqualified pursuant to an Order made under the provisions of the Companies Act, 1990.

(c) If he becomes incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs or be found lunatic.

(d) If he is convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending the same) unless the directors otherwise determine.

(e) If he absents himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other directors.

(f) If he gives the Directors notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the

Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

20. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon, his interest therein, or if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the board the fact that he has acquired such interest. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a resolution to allot any shares or debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration.

MANAGING DIRECTOR

21. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide, and on such terms as they think fit, and if no period or terms are fixed, then such executive shall comply with such directions as may be given to him by the Directors from time to time, and the appointment may be revoked at any time, and in any event his appointment shall be automatically determined (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) if he shall cease to be a Director, and Regulation 110 of Part I of Table A shall be modified accordingly.

AUDIT

22. Subject to the provisions of Part III of the Companies (Amendment) (No.2) Act, 1999 the Company may, from time to time, avail itself of the stated exemption in connection with the requirements to appoint/retain auditors and to have its financial statements audited, on the grounds that it complies with the requirements of Section 32 of the aforementioned Act, and Regulation 132 of Table A, Part I (as amended) shall be modified accordingly.

NOTICES

23. (a) Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the

Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 48 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.

(b) The Directors shall be entitled to receive notice of and to attend at any General Meeting of the Company and Regulation 136 of Part I of Table A shall be modified accordingly.

CAPITALISATION OF PROFITS

24. The Company in general meeting may at any time pass a resolution declaring that any undivided profits of the Company (including any profits which have been carried to reserve) shall be capitalised, and accordingly that the sum so directed to be capitalised be distributed as a bonus free of income tax amongst the holders of the ordinary shares in proportion to the ordinary shares held by them respectively, and that such sum shall be applied as a payment by and on behalf of the holders of the ordinary shares so becoming entitled respectively for or on account of such number of ordinary shares in the Company as shall be equal in nominal amount to the share of such sum so belonging and appropriated to them respectively, and that the board be authorised to distribute amongst them the said shares in like proportions, and the same shall be accepted by such members accordingly.

25. When such resolution and a resolution providing for such increase (if any) in the capital of the Company as may be necessary for this purpose have been passed, the Board may allot and issue such number of ordinary shares credited as fully paid up as shall be equal in nominal amount to the sum capitalised under the provisions of the last preceding Article to the holders of the outstanding ordinary shares in satisfaction of the said bonus, and as nearly as may be in proportion to the ordinary shares held by them respectively with full power to make such provisions by the issue of fractional certificates or otherwise as they think expedient for the case of fractions, and prior to such allotment the Board may authorise any person on behalf of the holders of such ordinary shares to enter into any agreement with the Company providing for the allotment to them of such shares credited as fully paid up, and in satisfaction as aforesaid, and any agreement made under such authority shall be effective.

WINDING UP

26. If the Company shall be wound up, the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: first, in repaying to the members the amounts paid up or credited as paid up on the shares held by them respectively; and the balance (if any) shall be distributed among the members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

27. With the sanction of a special resolution of the members any part of the assets of the company, including any shares in or securities of other companies, may be divided among the members of the Company in specie, or may be vested in trustees for the benefit of such

members and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

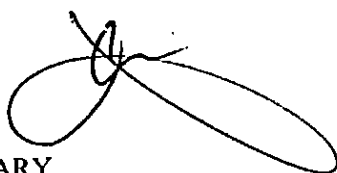
SECRETARY

28. (a) The first Secretary of the Company shall be the person named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

(b) Anything which is, by the Companies Acts, 1963 to 2006 ("The Acts"), required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to an Assistant or Acting Secretary or, if there is no Assistant or Acting Secretary capable of acting by or to an officer of the Company authorised generally or specially in that behalf by the Directors: provided that any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being so done by or to the same person acting both as a Director and as, or in place of, the Secretary.

Names, Addresses, Descriptions of Subscribers

JON ROCK
17 BROOKFIELD
RUSH
CO. DUBLIN



COMPANY SECRETARY

WAYNE RAINJONNEAU
215 THE NEW HARDWICKE
DUBLIN 7

ACCOUNTS ASSISTANT

Dated this 5th day of MARCH 2007

Witness to the above signatures;



COLM HANLEY
17 DAME STREET
DUBLIN 2