

2. The names, addresses and descriptions and capital contributions of the general and special partners are set out in the Schedule hereto.

3. The business of the partnership shall be the business of funding, developing, producing, recording, manufacturing, dealing in and exploiting video tapes, films and recordings of any kind whatsoever and any rights therein or related thereto.

4. The principal place of business of the partnership will be conducted at the registered office for the time being of INTERNATIONAL VIDEO BOOKS LIMITED.

5. The partnership shall commence upon registration of this certificate pursuant to section 54 of the Partnership Act 1908 and subject to the provisions in the partnership deed relating to earlier dissolution shall terminate upon the expiry of 7 years from the date of registration of this certificate.

SCHEDULE

General Partner:

Name and Address	Capital Contribution \$
INTERNATIONAL VIDEO BOOKS LIMITED, a duly incorporated company having its registered office at Auckland	Nil

Special Partners:

Adrian Ross Budden, Accountant, 13B Sidmouth Street, Mairangi Bay, Auckland	1.00
Christopher Wayne Budden, Clerk, 13B Sidmouth Street, Mairangi Bay, Auckland	1.00

The above certificate pursuant to section 51 of the Partnership Act 1908 was registered in the High Court at Auckland on the 21st day of December 1984.

This notice is filed pursuant to section 56 of the Partnership Act 1908, by Timothy John MacAvoy, solicitor for INTERNATIONAL VIDEO BOOKS LIMITED AND COMPANY whose address for service is at the offices of Kensington Wallace, Ninth Floor, ANZ House, corner Queen and Victoria Streets, Auckland 1.

7281 1c

In the High Court of New Zealand
Wellington Registry

IN THE MATTER of Part II of the Partnership Act 1908, and IN THE MATTER of FILM & VIDEO SYSTEMS ASIA LIMITED AND COMPANY: It is hereby certified pursuant to section 51 of the Partnership Act 1908 that:

1. The name of the special partnership is FILM & VIDEO SYSTEMS ASIA LIMITED AND COMPANY.

2. The names, addresses, occupations and capital contributions of the general and special partners are as set forth in the Schedule hereto.

3. The business of the partnership will be as follows:

- (a) To carry on at any place or places, either in New Zealand or elsewhere, all or any of the businesses of acquiring sales and marketing rights in the territories of Australia, Hong Kong, the Philippines, Singapore, Malaysia, India, Indonesia, Pakistan, Bangladesh, Taiwan, Thailand, South Korea and Sri Lanka to a computer software package known as the Film Management System (the "FMS Package") owned and developed by Remarkable Films Limited of Dunedin, of selling, licensing, leasing and exploiting the FMS Package in the territories for profit and receiving the benefit of all income thereby derived.
- (b) To purchase, lease, take on hire or by any other means acquire any real or personal property and any rights, licences, privileges expertise, patents, copyrights, trade-marks, concessions or easements which the partnership may think necessary or convenient for the purposes of its business.
- (c) To manage, maintain, develop, use, turn to account, provide, exchange, mortgage, lease, licence, sell or otherwise deal with or dispose of all or any part of the property and rights of the partnership.

4. The principal place at which the business of the partnership will be conducted is the registered office for the time being of FILM & VIDEO SYSTEMS ASIA LIMITED, which at the date of registration of this certificate is Third Floor, Crown House, 158 The Terrace, Wellington.

5. The partnership commenced upon registration of the initial certificate of special partnership on 28 February 1985 pursuant to section 54 of the Partnership Act 1908 and subject to the provisions in the partnership deed relating to earlier dissolution shall terminate upon the expiry of 7 years from the date of registration of such original certificate.

SCHEDULE

General Partner:

Name and Address	Capital Contribution \$
FILM & VIDEO SYSTEMS ASIA LIMITED, a duly incorporated company having its registered office at Wellington	Nil

The Common Seal of FILM & VIDEO SYSTEMS ASIA LIMITED, was hereunto affixed in the presence of:

R. J. SOMERVILLE and M. R. HOLLOWAY, Directors.

Acknowledged before me:

C. H. IRWIN, Justice of the Peace.

Special Partners:

Full Name, Occupation and Address	Capital Contribution \$
Noel Arthur Ferguson, computer systems analyst, 12/103 Kirribilli Avenue, Kirribilli, Sydney	1.00
Michael Redmond Holloway, solicitor, 12 Strathmore Crescent, Dunedin	1.00
Wayne Hewton Dalley, orthodontics, P.O. Box 537, Whangarei	10,000
Arthur Herbert Couch, motelier, P.O. Box 118, Paihia, Bay of Islands	50,000
Christopher Richard Hunter Scott, farmer, Burnt Hill, Oxford	10,000
Mary Catharine Scott, housewife, Burnt Hill, Oxford	10,000
Joannah Mary Rutherford, housewife, Haydon Downs, Hawarden	20,000
James Eric Govan, solicitor, P.O. Box 143, Dunedin	8,000
Paul Christopher Herrick, medical practitioner, 8 Upland Road, Kelburn, Wellington	10,000
Kenneth Alan Horner, solicitor, P.O. Box 26, Hawera	40,000
Alan John Clark, solicitor, P.O. Box 26, Hawera	40,000
Harold Bruce Millard, solicitor, P.O. Box 26, Hawera	40,000
Preston Edward Bulfin, solicitor, P.O. Box 26, Hawera	40,000
Alan Douglas Horner, solicitor, P.O. Box 26, Hawera	40,000
James Kempster Guthrie, solicitor, The Cove R.D.2, Dunedin	30,000
Ernest Graham Beard, accountant, 22 Guy Street, Dannevirke	10,000
Anthony Brendon Morrison, company director, 57 Woodside Common, Christchurch 2	12,000
John Robert McKinnon, medical practitioner, 63 Collingwood Street, Nelson	10,000
Janine and Reginald Francis Summersby, publicans, P.O. Box 40, Inglewood	10,000
Gerald Anthony Moss, medical practitioner, P.O. Box 1278, Christchurch 5	40,000
Paul Robert Jacobson, merchant, P.O. Box 178, Wellington	20,000
Ronald Mells, company director, 562 Devon Street East, New Plymouth	10,000
Lindsay Val Loveridge, hairdresser, 178 Devon Street East, New Plymouth	10,000
Christopher John Evans, medical practitioner, P.O. Box 1278, Christchurch 1	10,000
Ashk and Anita Bhasin, company directors, 168B Miro Miro Road, Normandale, Lower Hutt	10,000
Thomas Michael Miller, medical practitioner, P.O. Box 1278, Christchurch	10,000
Murray Noel Haisman, investor, P.O. Box 1135, Gisborne	30,000
Christopher John Dawe, orthopaedic surgeon, 56A Harvey Street, Tauranga	10,000
Henry Alfred Holmes, general practitioner, P.O. Box 1278, Christchurch	10,000
Lawrence Anderson, Buddle Nominee Company, nominees, 139 Moray Place, Dunedin	566,000

Signed on behalf of all the above-named special partners by their duly authorised attorney, FILM & VIDEO SYSTEMS ASIA LIMITED.

The Common Seal of FILM & VIDEO SYSTEMS ASIA LIMITED was hereto affixed in the presence of:

R. J. SOMMERVILLE and M. R. HOLLOWAY, Directors.

Acknowledged before me:

C. H. IRWIN, Justice of the Peace.