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TRANSLATION OF
STATUTES
FOR
NEW ERA PUBLICATIONS INTERNATIONAL APS

1.

The name of the Private Company is NEW ERA Publications International ApS.

The secondary names of the Company are:

- NEW ERA Records ApS (NEW ERA Publications International ApS).
- NEW ERA Publishing Group ApS (NEW ERA Publications International ApS).
- NEW ERA Publications Scandinavia ApS (NEW ERA Publications International ApS).

2.

The registered Office of the Company is situated in the Municipality of Copenhagen.

3.

The object of the Company is to perform the publishing function of Church of Scientology International.

4.

The contributed capital of the Company is DKK 300,000.00 divided into shares of DKK. 500.00 or multiples thereof.

5.

No share shall carry special rights.

No member of the Company shall be liable to have its shares redeemed. The Company shall keep a Register of members of the Company containing information on the names and addresses of all members.

Only entities that qualify as organizations described in section 501(c) (3) of the United States Internal Revenue Code of 1986, amended, are recognized as tax exempt in the United States and are organized and operated exclusively for purposes of the Scientology religion are eligible to be members of the Company.

The turnover of the shares shall be limited so that transfer of any share by sale, gift, inheritance, security or similar means can be made only to entities that qualify as organizations described in Section 501(c) (3) of the United States Internal Revenue Code of 1986, as amended, are recognized as tax exempt in the United States and are organized and operated exclusively for purposes of the Scientology religion.

6.

General meetings shall be convened at 14 days' notice by a letter to each member of the company. Ordinary general meetings shall be held every year, not later than 6 months after the end of the financial year.

The agenda for the ordinary general meeting shall comprise:

- 1) Election of Chairman of the Meeting.
- 2) The Annual Report of the Board of Directors.
- 3) Election of members of the Board of Directors.
- 4) Election of Auditor.
- 5) Resolutions about the items mentioned in the Private Company Act (Anpartsselskabsloven), section 53, subsection 2, letter 1 and 2.
- 6) Any other business.

Motions by members of the Company for transaction at the ordinary general meeting must be filed with the Company not later than two months after the end of the financial year.

7.

At the general meeting, each share amount of DKK. 500.00 shall carry one vote.

It is a condition for voting that the member is recorded in the Register of members of the Company.

8.

All resolutions passed at the general meeting, including resolutions to change the Statutes, shall be adopted by simple majority. However, for a resolution to dissolve the Company, it shall be required that a minimum of two-thirds of the contributed capital is represented at the general meeting, and that the resolution is adopted by two-thirds of the votes cast.

If two-thirds of the votes cast are in favor of the resolution, but the required contributed capital is not represented at the general meeting, the Board shall then, as soon as possible, convene a new general meeting, at which the resolution shall be considered as adopted if two-thirds of the votes cast are in favor of the motion, irrespective of the amount of the contributed capital represented at the meeting.

9.

The Company shall be managed by a Board consisting of three to five members, elected by the general meeting for two years at a time.

The Board of Directors appoints a Board of Management consisting of one or more members.

The Board of Directors shall elect its own Chairman.

The Board shall, according to the Rules of Procedure of the Company, establish more detailed provisions for the performance of its duties and guidelines for the running of the Company.

10.

The Company shall be bound by the signatures of one Director in association with one Manager, or of a minimum of three members of the Board of Directors in association.

11.

The financial statements of the Company shall be audited by a chartered accountant appointed by the general meeting. Such accountant shall act as such until the general meeting appoints a new accountant in his place.

12.

The financial year of the Company shall be from January 1 to December 31.

13.

The financial statements of the Company shall be prepared in accordance with generally acknowledged accounting practices and comply with statutory and required provisions for depreciation and appropriations pursuant to the Annual Accounts Act.

14.

Upon dissolution, the assets of the Company left for distribution, according to the Public Company Act (Anpartsselskabsloven), section 93, shall only be distributed to members of the Company, as defined in article 5.

Adopted on the general meeting on August 18, 1993.

The Board of Directors:

Carl Heldt	Richard Moore
He Jensen	Ken Monte
Sylvia Bucher	

CERTIFICATION

I, Carl Heldt, Chairman of the Board of Directors of NEW ERA Publications ApS, hereby certify that the foregoing constitutes a complete and accurate copy of its Statutes (Articles of Incorporation) adopted by the general meeting on August 10, 1993, and now in effect.

August 17, 1993

~~Carl Heldt~~
 Carl Heldt

VEDTÆGTER

FOR

NEW ERA PUBLICATIONS INTERNATIONAL APS

§ 1.

Selskabets navn er NEW ERA Publications International ApS.

Selskabets binavne er:

- NEW ERA Records ApS (NEW ERA Publications International ApS).
- NEW ERA Publishing Group ApS (NEW ERA Publications International ApS).
- NEW ERA Publications Scandinavia ApS (NEW ERA Publications International ApS).

§ 2.

Selskabets hjemsted er Københavns kommune.

§ 3.

Selskabets formål er forlagsvirksomhed for Church of Scientology International.

§ 4.

Selskabets indskudskapital udgør kr. 300.000,00- fordelt i anparter à kr. 500,00 eller multipla heraf.

§ 5.

Ingen anparter skal have særlige rettigheder.

Ingen anpartshaver skal være pligtig at lade sine anparter indløse. Selskabet fører fortegnelse over anpartshaverne med angivelse af navn og bopæl.

Ejere af anparter kan kun være sådanne organisationer, der i henhold til United States Internal Revenue Code fra 1986 med tilføjelser er anerkendt som skattefrie i USA og som er organiseret og opererer eksklusivt til formål for Scientology religionen.

Anparternes omsættelighed er begrænset, således at enhver overgang af anparterne ved salg, gave, arv, sikkerhedsstillelse eller lignende kun kan ske til sådanne organisationer, der i henhold til United States Internal Revenue Code fra 1986 med tilføjelser er anerkendt som skattefrie i USA og som er organiseret og opererer eksklusivt til formål for Scientology religionen.

§ 6.

Generalforsamlingen indkaldes med 14 dages varsel ved brev til hver enkelt anpartshaver. Ordinær generalforsamling afholdes hvert år senest 6 måneder efter regnskabsårets udløb.

Dagsordenen for den ordinære generalforsamling skal omfatte:

- 1) Valg af dirigent
- 2) Bestyrelsens beretning
- 3) Beslutninger i henhold til Anpartsselskabslovens § 50, stk. 2, nr. 1 og 2
- 4) Valg af medlemmer til bestyrelsen
- 5) Valg af revisor
- 6) Eventuelt

Forslag fra anpartshaverne til behandling på den ordinære generalforsamling må være indgivet til selskabet senest to måneder efter regnskabsårets udløb.

§ 7.

På generalforsamlingen giver hvert anpartsbeløb på kr. 500,00 een stemme.

Det er en betingelse for at udøve stemmeret, at anpartshaverne er noteret som ejere i selskabets anpartshaverfortegnelse.

§ 8.

Alle beslutninger på generalforsamlingen, herunder vedtægtsændringer, vedtages ved simpelt stemmeflertal. Dog kræves til beslutning om opløsning af selskabet, at mindst 2/3 af indskudskapitalen er repræsenteret på generalforsamlingen, og at beslutningen vedtages med 2/3 af de afgivne stemmer.

Er 2/3 af de afgivne stemmer for beslutningen, men er der ikke på generalforsamlingen repræsenteret den nødvendige indskudskapital, skal bestyrelsen snarest indkalde til en ny generalforsamling, hvor beslutningen anses for vedtaget, såfremt 2/3 af de afgivne stemmer er for forslaget uden hensyn til størrelsen af den repræsenterede indskudskapital.

§ 9.

Selskabet ledes af en bestyrelse bestående af 3-5 medlemmer, der vælges af generalforsamlingen for 2 år ad gangen.

Bestyrelsen ansætter en direktion bestående af ét eller flere medlemmer.

Bestyrelsen vælger selv sin formand.

Bestyrelsen skal ved en forretningsorden træffe nærmere bestemmelse om udførelse af sit hverv og retningslinier for selskabets drift.

§ 10.

Selskabet tegnes af et bestyrelsesmedlem i forening med en direktør eller mindst tre bestyrelsesmedlemmer i forening.

Bestyrelsen:

~~Arvid Nord~~

Rebecca Karl

He Susen

En Morly

Sybio Bucher

§ 11.

Selskabets regnskaber revideres af en af generalforsamlingen valgt statsautoriseret revisor.

Revisor fungerer, indtil generalforsamlingen vælger en ny revisor i stedet.

§ 12.

Selskabets regnskabsår løber fra 1. januar til 31. december.

§ 13.

Regnskabet opgøres i overensstemmelse med god regnskabskik og under foretagelse af påbud om nødvendige afskrivninger og henlæggelser i henhold til Årsregnskabsloven.

§ 14

I tilfælde af opløsning kan de aktiver, der efter opløsning kan udloddes, kun udloddes i medfør af Anpartsselskabslovens § 93 til anpartshaverne som defineret i § 5.

Således vedtaget på generalforsamlingen den 18. august 1993.