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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
AND
SPECIAL RESOLUTIONS

of

BLACKPLAY LIMITED

Passed 22nd August 1986

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 22nd August 1986, the following Resolutions were duly passed as an Ordinary Resolution and Special Resolutions respectively:

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from £10,000 to £2,000,000 by the creation of 1,990,000 additional Ordinary Shares of £1 each.

SPECIAL RESOLUTIONS

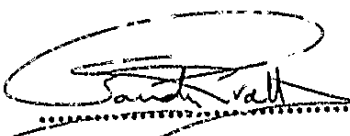
1. THAT the provisions of Clause 3 of the Memorandum of Association of the Company be amended by deleting the existing provisions of Clause 3(a) and by substituting the following:



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- "(1) To purchase, or otherwise acquire, and take over as a going concern all the goodwill, property, estate, right, title and interest of the Middlesbrough Football & Athletic Company Limited ("the Club"), and of and in the premises of such club, situate in Middlesbrough aforesaid, and of and in any leases or agreements of the grounds of such club, and of and in all the grand and other stands, buildings, erections, fixtures, fittings, equipment, furnishings, apparatus, goods, chattels, effects, stock-in-trade, and contracts or agreements of every description of such club, and for all or any of these purposes to enter into such agreements and contracts and make such arrangements as to special privileges for the members of such club as may be desirable.
- (2) To carry on, develop, and work the said club, and promote, conduct, and provide football and other athletic games, sports, pastimes, festivals, galas and other entertainments.
- (3) To maintain and take upon lease, or otherwise, the ground aforesaid.
- (4) To provide and maintain the ground aforesaid, or any other ground, or grounds, at or near Middlesbrough, in the County of York, and to lay out and prepare such ground, or grounds, for Football, Lawn Tennis, Bicycle and Tricycle Riding, Gymnastic and Athletic Exercises, the holding of Football and every other description of matches and games, festivals, assaults-at-arms, sports, pastimes and entertainments and other purposes of the Company, and to provide grand and other stands, erections, buildings, offices, pavillions, lavatories, refreshment rooms, professional athletes' rooms, and other conveniences, equipments, apparatus, and furnishings in connection therewith.
- (5) To hold or arrange football and other matches, competitions, sports, galas, pastimes, entertainments, and festivals, and to offer and grant sums of money in connection with the same or any of them, and to offer and grant sums of money or contribute towards the provision of prizes, awards and distinctions.

- (6) To accept of money given or subscribed for prizes, or otherwise in furtherance of the objects of the Company, and to distribute such money in prizes or otherwise.
- (7) To hire, employ, and pay out of the capital, income, or other funds of the Company, professional football players and other professional athletes and entertainers and also servants and workmen for attending to the ground, or grounds, for the time being, of the Company, taking gatemonney at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.
- (8) To buy, sell, and deal in all kinds of apparatus, furnishings and equipments, and all kinds of refreshments and provisions, liquid and solid, required by persons frequenting the Company's grounds or suitable or convenient to be bought, sold, or dealt with for all or any of the objects of this Company, and to carry on the business of purveyors of amusements, refreshment and advertising contractors.
- (9) To maintain any premises or property which may be acquired and to provide the same with an efficient supply of football, athletic, and other appropriate apparatus and furnishings.
- (10) To raise money by subscriptions and to grant any rights and privileges to subscribers."
2. THAT the regulations contained in the document produced to the Meeting and signed for the purpose of identification by the Chairman hereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
3. THAT the name of the Company be changed to "Sporting Club Middlesbrough Limited."


Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1947851

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I hereby certify that

BLACKPLAY LIMITED

having by special resolution changed its name, is now

incorporated under the name of

SPORTING CLUB MIDDLESBROUGH LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

29TH AUGUST 1986

A handwritten signature in dark ink, appearing to read 'J.M. Willmott'.

J.M. WILLMOTT

an authorised officer