

Company No. 2318754

Maybrim Limited
(to be called UTTOXETER LEISURE AND
DEVELOPMENT COMPANY LIMITED)

THE COMPANIES ACT 1985

Company Limited by Shares

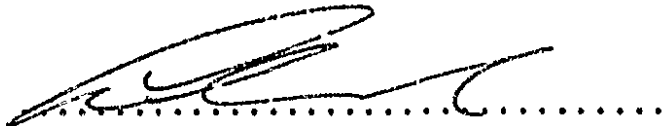
Special Resolutions of Uttoxeter Leisure
and Development Company Limited

Passed on 20th January 1989

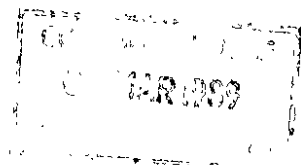
At an Extraordinary General Meeting of the Company duly convened and held at Lyndon House, 58/62 Hagley Road, Edgbaston, Birmingham B16 8PE on 20th January 1989 the following resolutions were duly passed:

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be divided into 81 "A" Ordinary Shares of £1 each and 19 "B" Ordinary Shares of £1 each, that the two issued shares be designated as "A" Ordinary Shares of £1 each and that the "A" Ordinary Shares and "B" Ordinary Shares shall have such rights as are respectively ascribed to them in the regulations referred to in the resolution 2. below.
2. That the regulations contained in the printed document produced to the meeting and signed for the purpose of identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

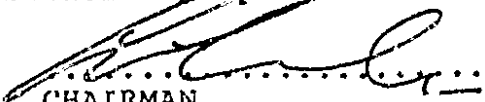


CHAIRMAN



This is a copy of the Articles of Association referred to in a Special Resolution passed by the shareholders of the Company on 20th January 1989 as being signed for identification purposes by the Chairman.

COMPANY NO. 2318754


CHAIRMAN

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
UTTOXETER LEISURE & DEVELOPMENT COMPANY LIMITED
(adopted by special resolution passed on 8th December 1988)

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A - F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles shall constitute the Articles of Company, to the exclusion of all other regulations and Articles

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. The capital of the Company at the date of adoption of these Articles is £100 divided into 81 A Ordinary Shares of £1.00 ("A Shares") and 19 B Ordinary Shares of £1.00 each ("B Shares"). The A Shares and the B Shares shall save as herein provided rank pari passu in all respects but shall be deemed to form separate classes of shares.
4. The rights attaching to the B Shares shall be as follows:-

As regards voting, the holders of the B Shares as a class shall be entitled to 19% of all votes capable of being cast at any general meeting of the Company save that they shall be entitled to 26% of all votes capable of being cast at any general meeting of the Company on any resolution concerned with any of the following matters which in all cases shall be decided by special resolution:-

- (i) Altering the Memorandum or Articles of Association of the Company;
- (ii) Altering the rights attaching to any shares in the capital of the Company;
- (iii) Any contract or arrangement or payment (other than a payment of a dividend or distribution) with or to any holder of any A Shares ("A Shareholder") or any person or company connected with any A Shareholder (as determined in accordance with Section 839 Income and Corporation Taxes Act 1988),

- (iv) increasing or reducing the capital of the Company, authorising the purchase by the Company of its own shares, the issue of any shares or the grant of any option or other right to subscribe for any security convertible into shares of the Company or the entering into of any agreement for the same;
- (v) the appointment or removal of any "B Director" (as hereinafter defined).

TRANSFER OF SHARES

- 5. (A) Subject to the provisions of Article 6 the Directors shall register any transfer of shares in the Company which complies with the provisions of Article 6 of these Regulations but, unless all the members agree in writing to waive the provisions of Articles 5 and 6 of these Regulations in relation to a specified transfer or transfers of shares, the Directors shall decline to register any transfer of a share which does not so comply. Regulation 24 shall not apply to the Company.
 - (B) For the purposes of these Articles, a renunciation, nomination, assent, declaration or any entitlement to receive any shares (whether by way of allotment or otherwise) or any interest in any shares shall be deemed to be a transfer of shares.
 - (C) If the Directors are aware of any agreement entered into by the members of the Company regulating the Company's affairs which is then subsisting the Directors shall refuse to register any transfer of shares unless prior to the date of registration the transferee shall have entered into a Deed with the members (other than the transferor) in such form as the Directors may reasonably require in which the transferee agrees to perform the obligations of the transferor under the said agreement.
- 6. (A) Before 30th April 1993 (unless prior to that date the Company shall apply to the Council of The Stock Exchange either for its shares to be admitted to the Official List or for the grant of permission to deal in its shares in the Unlisted Securities Market or the Third Market) no A Shares may be transferred without the written consent of the holders of the majority of the issued B Shares and no B Shares may be transferred without the written consent of the holders of the majority of the issued A Shares (unless the holders of the B Shares are required by statute regulation or ministerial order to transfer all or any B Shares) and no shares may be transferred on or after that date except in accordance with the following provisions of this Article.

- (B) Any member wishing to transfer a share (a "Transferring Member") shall first give notice in writing to the Company (a "Sale Notice") specifying the name and address of the proposed transferee, the number of shares which he wishes to transfer and the price per share payable therefor (the "Sale Price"). Subject as hereinafter mentioned, the Sale Notice shall constitute the Company the agent of the Transferring Member for the sale of all (but not some only) of the shares specified in the Transfer Notice ("the Sales Shares") at the Sale Price.
- (C) The Directors shall forthwith after receipt of the Sale Notice by notice in writing inform each member (other than the Transferring Member) of the number of the Sale Shares and of the Sale Price and shall invite each such person to apply in writing to the Company within 42 days of the date on which the notice to members is given for such number of the Sale Shares as he shall specify in such application.
- (D) If and to the extent that any of the Sale Shares are not applied for by members of the Company in accordance with sub-paragraph (C) the Directors may invite any person selected by the Directors as a person who it is desirable in the interest of the Company to admit to membership to apply for any of such Sale Shares at the Sale Price.
- (E) The Directors shall allocate the Sale Shares first to and amongst the applicants who are holders of shares of the same class as the Sale Shares (and in case of competition intra-class pro-rata as nearly as possible according to the number of shares of the relevant class of which they are registered as holders) and thereafter (if any of the Sale Shares shall remain after such applicants have been satisfied in full) to and amongst the remaining members and thereafter to and amongst the remaining applicants in such proportions as the Directors may determine provided that no applicant shall be obliged to take more than the maximum number of Sale Shares specified by him in his application.
- (F) The Directors shall within 56 days of the date of receipt by the Company of the Sale Notice inform the Transferring Member and all applicants for the Sale Shares by notice in writing (the "Allocation Notice") of the names of the persons to whom the Sale Shares have been allocated and, provided all the Sale Shares have been allocated, the Transferring Member shall thereupon be bound to transfer the Sale Shares to the persons named in such notice upon payment of the Sale Price. The transfers shall be completed at such time and

place as may be reasonably specified by the Directors in the Allocation Notice, not being more than 14 days after the date of the Allocation Notice.

- (G) If in any case the Transferring Member makes default in accepting payment of the Sale Price or in transferring any of the Sale Shares the Directors may receive the aggregate Sale Price (or any part thereof) and may nominate some person to execute an instrument of transfer of the Sale Shares on behalf of the Transferring Member and (subject to the same being duly stamped) the Directors shall cause the name of the transferee to be entered in the Register of Members as the holder of such shares and where applicable shall hold the Sale Price in respect of such shares in trust without interest for the Transferring Member. The receipt of the Directors of the purchase money shall be a good discharge to the Purchaser (who shall not be bound to see to the application thereof) and after his name has been entered into the Register of Members in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.
- (H) If no Allocation Notice is given to the Transferring Member before the expiration of 56 days after the date of receipt by the Company of the Transfer Notice, or if any such Allocation Notice is not given in respect of all of the Sale Shares, the Transferring Member shall be free within 3 months after the expiration of such period of 56 days to transfer all (but not some only) of the Sale Shares to the proposed transferee named in the Transfer Notice at the aggregate Sale Price and, provided that the Directors are reasonably satisfied that such sale and transfer was to a bona fide transferee (not being a competitor of the Company) on arms length terms and in the best interest of the Company, such transfer shall (if it is duly stamped) be registered.
- (I) Whenever an A Share or a B Share shall be transferred to a member who already holds shares only of the other class such first-mentioned share shall forthwith and ipso facto be converted into and re-designated as a share of such other class.

TRANSMISSION OF SHARES

7. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as a holder of the share and if the notice is not complied with within 90 days the Directors may thereafter

withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETING

8. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a Director" the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special with the exception of:-
- (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;
 - (iii) the election of Directors to fill vacancies caused by Directors retiring by rotation or otherwise;
 - (iv) the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purposes of Section 80 of the Act.
10. Regulation 41 of Table A shall apply subject to the addition of the following sentence:-
- "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved"
11. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

ALTERNATE DIRECTORS

12. At the end of Regulation 66 of Table A there should be added the following:-

"nor shall any meeting of Directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any Alternate Director if his appointor attends such meeting".

POWERS OF DIRECTORS

13. The Directors may, by Power of Attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such verification or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS POWERS

14. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such verification or alteration shall be affected by it".

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Directors shall not be required to retire by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
16. (a) The holders of the majority of the issued A Shares shall be entitled from time to time by notice in writing to the Company to appoint any person or persons (not exceeding eight in number) to be Directors of the Company and to remove from office any person so appointed and appoint another person in his place. The persons so appointed are referred to in these Articles as "A Directors".
- (b) The holders of the majority of the issued B Shares shall be entitled from time to time by notice in writing to the Company to appoint any person or persons (not exceeding two in number) to be Directors of the Company and to remove from office any person so appointed and appoint another person in his place. The persons so appointed are referred to in these Articles as "B Directors".

- (c) The remuneration payable to the A Directors shall be agreed between the Company and the appointor of the A Directors and the remuneration payable to the B Directors shall be agreed between the Company and the appointor of the B Directors and in each case the remuneration shall be payable direct to the appointor. Regulation 82 of Table A shall not apply.

17. A Director may appoint any other Director or any other person to be an Alternate Director and may remove from office an Alternate Director so appointed by him. Such person need not be approved by the Directors. Regulation 65 of Table A shall be modified accordingly.
18. The quorum for the transaction of the business of the Directors shall be at least two Directors of which at least one shall be an A Director and one shall be a B Director provided that any two Directors may form a quorum at any meeting of Directors if at least 7 days written notice of the relevant meeting shall have been given to the A Directors, the B Directors and the Alternate Directors (if any) appointed by them, such notice specifying in reasonable detail all business to be transacted at the meeting. A person who holds office only as an Alternate Director shall if his appointor is not present, be counted in quorum. Regulation 89 of Table A shall be modified accordingly.

DIRECTORS APPOINTMENTS AND INTERESTS

19. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

20. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation.
21. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and Section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said Section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

INDEMNITY

22. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, Alternate Directors, Auditors, Secretary and other officers for the time being of the Company shall be

indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.