

Company No. 3772449

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

STADIUM (PARKGATE) LIMITED

Pursuant to section 381A Companies Act 1985, we, the undersigned, being the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolution which shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

Special Resolution

That the articles of association of the Company be amended by:

1. the removal, from article 2, of the reference to Regulation 24 of Table A of the Companies (Table A to F) Regulations 1985, as amended by The Companies (Table A to F) (Amendment) Regulations 1985; and
2. the deletion from the articles of association of article 20 and the heading "TRANSFER OF SHARES", above it.

Dated 15 July 1999


.....
EDWIN DYSON HEALEY


.....
CAROL ANN HEALEY


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PAUL JONATHAN HOWELL


.....
ROBERT ALEXANDER MERCER WADE



Company No. 3772449

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
STADIUM (PARKGATE) LIMITED**

**(adopted by special resolution dated 18th May 1999
and amended by special resolution dated 15 July 1999)**



ADDLESHAW BOOTH & CO

Company No 3772449

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

STADIUM (PARKGATE) LIMITED

**(adopted by special resolution dated 18th May 1999
and amended by special resolution dated 15 July 1999)**

PRELIMINARY AND INTERPRETATION

- 1 In these articles:
 - (a) **"Table A"** means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985;
 - (b) references to a **"regulation"** are to a regulation in Table A;
 - (c) references to an **"article"** are to a provision of these articles; and
 - (d) words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.
- 2 The regulations contained in Table A shall apply to the Company except where they are excluded or modified by these articles or are otherwise inconsistent with these

articles and, together with these articles, they shall constitute the articles of the Company. Regulations 3, 8, and 64 of Table A shall not apply to the Company;

- 3 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public.

SHARE CAPITAL

- 4 The authorised share capital of the Company at the date of adoption of these articles is £1,000 divided into 1,000 ordinary shares of £1 each.
- 5 Subject to the provisions of the Act, to these articles and to any rights attached to any other shares, any shares may be issued with such rights or restrictions as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the board may determine) including shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder in accordance with the terms of issue.

VARIATION OF RIGHTS

- 6 All the provisions of these articles relating to general meetings of the Company and to the proceedings at such general meetings shall (so far as applicable and with any necessary modifications) apply to any separate meeting of the holders of any class of shares in the Company, except that:
 - (a) the necessary quorum shall be at least two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question unless there is from time to time only one holder of shares of

that class in which case the necessary quorum shall be one and, at any adjourned meeting, the necessary quorum shall be any holder of shares of the class in question or his proxy;

- (b) any holder of shares of the class in question present in person or by proxy may demand a poll; and
- (c) every such holder shall, on a poll, have one vote for every share of the class held by him.

7 The provisions of the Companies Act 1985 and of these articles relating to variation or abrogation of class rights shall apply to the variation or abrogation of the rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed two separate classes, the rights of which are in each case to be varied.

8 The rights attached to any class of shares shall not, unless otherwise expressly provided in the rights attached to, or the terms of issue of, such shares, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in no respect in priority to them or by the purchase or redemption by the Company of its own shares in accordance with the provisions of the statutes and these articles.

SHARES

9 The shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80 Companies Act 1985) of the Company to such persons and generally on such terms and in such manner as they think fit.

- 10 (a) The general authority conferred by article 9 hereof shall extend to all of the authorised but unissued share capital of the Company at the date of the adoption of these articles. The said general authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- (b) The directors shall be entitled under the general authority conferred by article 9 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
- 11 Section 89(1) Companies Act 1985 shall not apply to any allotment of shares in the Company.
- 12 Subject to provisions of part VIII Companies Act 1985 the Company may:
- (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof; or
- (b) make a payment in respect of the redemption or purchase under section 159 or (as the case may be) section 162 Companies Act 1985 of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.
- 13 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the

provisions of this article. The Company's lien on a share shall extend to all dividends payable thereon.

GENERAL MEETINGS

- 14 Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words ", and 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."

DIRECTORS

- 15 Unless and until the Company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles.
- 16 The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulations 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the Company.
- 17 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 18 Regulation 70 of Table A shall be read and construed as if the words of the first sentence "special resolution" are deleted and replaced by the words "ordinary resolution".

- 19 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and regulation 85, and 94 to 97 (inclusive) of Table A shall be modified accordingly.