

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3796762

The Registrar of Companies for England and Wales hereby certifies that
DE FACTO 783 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SHENLEY PARK SPORTS CENTRE LIMITED

Given at Companies House, Cardiff, the 19th January 2000



C03796762I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC006B

No. 3796762

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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RESOLUTION

of

DE FACTO 783 LIMITED

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(Passed 11-1-2000)

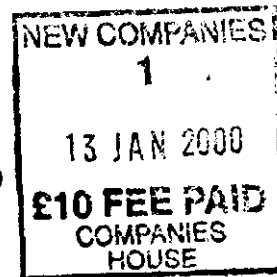
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WRITTEN RESOLUTION

THAT, pursuant to section 4 of the Companies Act 1985 the Memorandum of Association of the Company be amended as follows:-

- (1) Subject to the consent of the Registrar of Companies, the name of the Company be changed to "Shenley Park Sports Centre Limited"
- (2) Delete Clause 3(A) of the Memorandum of Association and substitute the following

"(A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction



of the products, merchandise, goods, wares and commodities dealt in or services rendered by any persons, firm or companies and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company."



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TRAVERS SMITH SECRETARIES LIMITED
(authorised signatory)

Secretary