

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4077358

The Registrar of Companies for England and Wales hereby certifies that

SECTORFIGURE PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated
under the name of

GEORGICA CUE SPORTS PUBLIC LIMITED COMPANY

Given at Companies House, Cardiff, the 2nd March 2001



C040773581



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

0501491

No of Company: 4077358

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

- of -

SECTORFIGURE PUBLIC LIMITED COMPANY

(passed on 3 January 2001)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 3 January 2001 the following resolutions were duly passed by the Company :-

ORDINARY RESOLUTIONS

- (1) **THAT** the authorised share capital of the Company be decreased from £100,000 to £50,000 ordinary shares of £1 each by the cancellation of £50,000 unissued ordinary shares of £1 each.
- (2) **THAT** the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £49,998 provided that this authority shall expire on the fifth anniversary of the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

- (3) **THAT** the name of the Company be changed to Georgica Cue Sports Public Limited Company.
- (4) **THAT** the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) for cash pursuant to the authority conferred by Resolution 2 above as if Section 89(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem

