

Company No:5529378

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- OF -

TIM CAHILL PROMOTIONS LIMITED

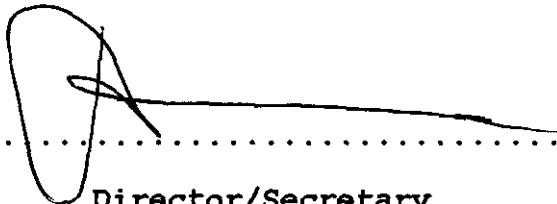
At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at:-

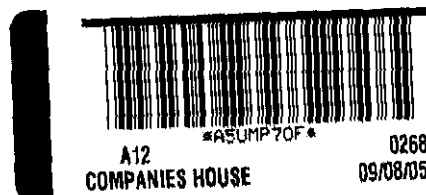
24 Calthorpe Road, Edgbaston, Birmingham, B15 1RP

on the 5 August 2005

the following SPECIAL RESOLUTION was duly passed:-

THAT OBJECTS CLAUSE 3(a) OF THE MEMORANDUM OF ASSOCIATION BE DELETED ENTIRELY AND THE ATTACHED NEW CLAUSE 3(a) BE SUBSTITUTED IN ITS PLACE.

.....

Director/Secretary



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

TIM CAHILL PROMOTIONS LIMITED

(Objects Clause 3(a) was changed by Special Resolution dated 5/8/05)

1. The name of the Company is TIM CAHILL PROMOTIONS LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-

(a) To carry on all or any of the business or businesses as principals and agents in the fields of exploitation of image rights and the licensing of such rights and the provision of the services of sports personalities; as contractors in all fields of advertising, publicity, printing, press, television and public relations in all their branches, and as specialists, consultants and advisers in international media planning including marketing, sales, surveys, opinions, polls and promotions or otherwise; as writers, designers, commercial artists, columnists and producers of all materials, art work, text and matter for advertisers and agencies both in the United Kingdom or elsewhere; as poster and ticket writers, catalogue and programme space and sales contractors, sign manufacturers, together with the buying and selling of all artists materials and otherwise; to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees lessors, lessees or otherwise either in the united Kingdom or elsewhere.