THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

AUBURN ENTERTAINMENT 19 PLC

(the Company)

Passed: 29 April 2013

At a general meeting of the Company, duly convened and held at 15 Golden Square, London W1F 9JG on 29 April 2013 at 12pm the following resolutions were unanimously passed as special resolutions

SPECIAL RESOLUTIONS

RE-REGISTRATION OF COMPANY

THAT the Company be re-registered as a private limited company under the Companies Act 2006 with the name Auburn Entertainment 19 Limited

ARTICLES OF ASSOCIATION

THAT, subject to the passing of resolution 1, the draft articles of association of the Company, which for the purposes of identification are initialled by the Company Secretary and submitted to the meeting, be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Sarah Cruickshank

Company Secretary

A26 03/05/2013 **COMPANIES HOUSE**