

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 35668

The Registrar of Companies for England and Wales hereby certifies that

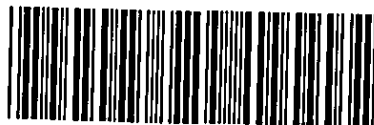
THE LIVERPOOL FOOTBALL CLUB AND ATHLETIC GROUNDS
LIMITED

formerly registered as a public company has this day been re-
registered under the Companies Act 1985 as a private company, and
that the company is limited.

Given at Companies House, London, the 21st June 2007

J Hogarth
JANE HOGARTH

THURSDAY



LD1 *L5C7YQLI* 144
21/06/2007
COMPANIES HOUSE

For The Registrar Of Companies



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