THE TORQUAY UNITED ASSOCIATION FOOTBALL CLUB PLC

COMPANY NUMBER: 175954

THE COMPANIES ACT 1985

COPY resolution of the type and in terms specified below as passed by the members of the company named above at their Extraordinary General Meeting duly convened and held at the registered office and ground, Plainmoor, Torquay, Devon on 16 December 2005

SPECIAL RESOLUTION

That the company be re-registered as a private company and accordingly the Memorandum and Articles of Association be updated with effect from the issue of a certificate of incorporation appropriate to a private company. The draft format of the Memorandum and Articles of Association in the form submitted to this meeting and approved without amendment be adopted. The present Memorandum and Articles of Association shall no longer apply to the company.

Company secretary

16.12.05.

Dated:

A27 **AH42FBTU** 485
COMPANIES HOUSE 05/01/2006
COMPANIES HOUSE 23/12/2005