FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 198168

The Registrar of Companies for England and Wales hereby certifies that UMBRO EUROPE LIMITED

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

Given at Companies House, Cardiff, the 2nd June 2000



C001981681





· SSIST

WRITTEN RESOLUTION OF UMBRO EUROPE LIMITED

(company number 198168)

Passed 19 May 2000

Written resolution of Umbro Europe Limited (the "company")

The undersigned, being the sole member of the above named company who at the date of this resolution is entitled to attend and vote at general meetings of the company hereby agrees that the Special Resolution below shall be valid and effective as a special resolution of the company in general meeting:

Special Resolution

That the name of the company be changed form Umbro Europe Limited to Umbro International Limited.

Date: 19 May 2000

Sianed

Umbro Europe (Holdings) Limited

A21 *AAI3KQ87* 0686
COMPANIES HOUSE 25/05/00