

Company Number: 224792

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

SPECIAL RESOLUTIONS

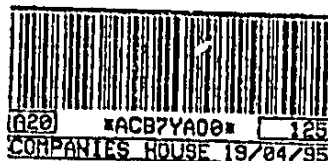
OF

MORECAMBE FOOTBALL CLUB LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the *Ninth* day of *March* 1995, the following SPECIAL RESOLUTIONS were duly passed:-

1. That the Share Capital of the Company be increased from £25,000 to £100,000 by the creation of 75,000 new Shares of £1 each ranking in all respects pari passu with the 25,000 existing Shares of £1 each in the Capital of the Company.
2. That the new Articles of Association already approved by this Meeting, and for the purpose of identification signed by the Chairman hereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

.....
CHAIRMAN.



MORECAMBE FOOTBALL CLUB, LIMITED

Minutes of a Meeting of the Board of Directors.
Held on the 20th day of March, 1955, at:
The Boardroom, Christie Park, Morecambe

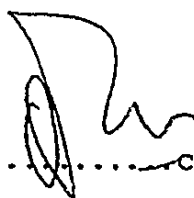
Present: K. PARKER (Chairman)
G. HODGSON
F. O'BRIEN
D. DERHAM
D. CROSS

In attendance: A. TAYLOR. G. ARMISTEAD

The Secretary reported that at an Extraordinary General Meeting of the Company held on the 9th day of March, 1955, Special Resolutions were passed to:

- (A) increase the capital of the Company; and,
- (B) adopt new Articles of Association.

Copies of the Resolutions were produced and the Secretary was instructed to file a copy with the Registrar of Companies along with a copy of the new Memorandum and Articles of Association and a form 123.


.....Chairman

MORECAMBE FOOTBALL CLUB, LIMITED


Minutes of a Meeting of the Board of Directors.
Held on the 9th day of February, 1975, at:
The Boardroom, Christie Park, Morecambe

Present: K. PARKER (Chairman)
G. HODGSON
F. O'DWYER
D. DELHAM
R. TAYLOR
J. ARMISTEAD
In attendance: P. CROSS.

1. The Directors resolved to call an Extraordinary General Meeting of the Company to consider and, if thought fit pass resolutions to:

- (A) increase the capital of the Company; and,
- (B) adopt new Articles of Association.

2. A Notice of Meeting was produced by the Secretary and this was approved by the Directors. The Secretary was instructed to arrange for the Notice to be delivered to those entitled to receive notices.


.....Chairman