

No: 519334

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF
SUTTON UNITED FOOTBALL CLUB LIMITED**

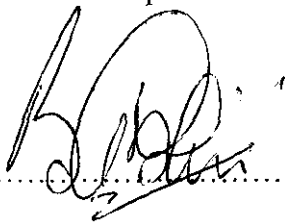
PASSED 25th JUNE 2002

At an **EXTRAORDINARY GENERAL MEETING** of the Ordinary members of the above named Company duly convened and held at The Borough Sports Ground Gander Green Lane Sutton Surrey on the 25th day of June 2002 the subjoined Special Resolutions were passed namely:-

SPECIAL RESOLUTION

1. That the whole of the Memorandum and Articles of Association of the Company shall be placed with new Memorandum and Articles of Association in the form attached hereto.
2. That in accordance with the Memorandum of Association the Company increase its authorised share capital to £100,000 made up of 2,000 shares of £50 each.
3. That the existing shares of the Company be converted from £1 shares to £50 shares and the redeemable preference shares shall be repaid in full
4. That the Directors of the Company be authorised within a period of 5 years to exercise the Company's power to allot grant options over or otherwise dispose of the entire amount of the share capital of the Company in accordance with Article 3 of its Articles of Association

Signed: _____



Chairman/Director/~~Secretary~~

