

NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

No: 877080 / 74

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PLEASURAMA CASINOS LIMITED

Passed: 18th March, 1985

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at 7 Welbeck Street, London W1 on the 18th day of March, 1985 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be altered by the addition of the following new object numbered 3(jj) (to be inserted immediately after the existing object numbered 3(j)):-

"To guarantee or secure, or to do both, whether by personal undertaking or covenant, or by lien, or by mortgaging or charging all or any part of the undertaking, property or assets present and future or uncalled capital of the Company, or by all or any of such methods, the performance of any contract or obligation of, or the payment of money by, the capital or principal of, or dividends or interest on, any stocks, shares, debentures or other securities of, any person firm or company, and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company (as defined in Section 154 of the Companies Act, 1948) or any subsidiary (as defined in the said Section) of the Company or of the Company's holding company, or otherwise associated with the Company in business and generally to give security, guarantees and indemnities."



Certificate No. 877080

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES.

Memorandum

As amended by Special Resolution of the Company passed
18th March 1985

AND

Articles of Association

OF

PLEASURAMA CASINOS LIMITED

Incorporated the 18th day of April 1966

Certified as being complete and up to date

Company Secretary

Date

8th June 1981

JOELSON & CO.

Solicitors

70 New Cavendish Street,
London W1M 8AT

LEWIS, COATES & LUCAS, LIMITED

Law Stationers, Company Agents, Printers, etc.

38-40, FEATHERSTONE STREET, LONDON E.C.1.

Telephone 01-253 2977/8/9 Telex 262187

PLEASURAMA

CASINOS

620 257

COPY

877080/175

No: 877080

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PLEASURAMA CASINOS LIMITED

Passed: 18th March, 1985

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at 7 Welbeck Street, London W1 on the 18th day of March, 1985 the following Resolution was passed as a Special Resolution:-

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THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association

As amended by a Special Resolution of the Company passed
18th March 1985. — OF —

PLEASURAMA CASINOS LIMITED

- * 1. The name of the Company is "PLEASURAMA CASINOS LIMITED".
- 2. The Registered Office of the Company will be situate in England.
- 3. The objects for which the Company is established are :-
 - (a) (i) To carry on the business or businesses of owners, proprietors, controllers, managers and operators of casinos, bingo halls, dance, concert, billiard halls and all other kinds of buildings and premises for use as clubs of all kinds, and to promote, organise, manage and control competitions and lotteries under the Betting and Small Lotteries Act or any amendment thereof, whether for charity or other purposes; and to promote and hold or assist in promoting and holding any games, sports, matches, shows, exhibitions and competitions of any kind, and to provide and award, or assist in providing cups, stakes, prizes, rewards, trophies and distinctions in connection therewith; to acquire, lay out and provide and equip grounds, in such situations and of such extent, as may be thought fit, for the use thereof as a sports ground, including the promoting of boxing matches, the running of horse races, steeplechases, greyhound races, motor races, or any other kind of races, the playing of football, cricket, bowls, quoits, golf, lawn tennis, croquet, polo, skating, the holding of shooting practice or competitions, or any other kind of game, club, sport, recreation, or amusement; to construct and equip buildings, sport pavilion accommodation and conveniences of all kinds, thought to be suitable or convenient for the use of members, visitors or others; and for the hire to the general public for dancing, bingo and other games and other social purposes; to own, promote, run and manage sports and social clubs, dances, sports and entertainments of all kinds; to carry on business as licensed victuallers, refreshment room and hotel proprietors and innkeepers, and generally to deal in food, drinks and refreshments generally; to establish and carry on a club or clubs for the use and accommodation of members, subscribers, visitors or others, and to provide, equip

- * The name of the Company was by Special Resolution passed 30th June, 1970 changed from ELMSAROSE BINGO CASINO LIMITED to PLEASURAMA CASINOS LIMITED.

maintain and carry on a clubhouse, or houses, with all usual or suitable accommodation and conveniences and to make and approve rules and regulations for admission to and use of the club and its premises and the conduct of members, visitors, and from time to time, to rescind and vary or modify the same.

(ii) To carry on the business or businesses of manufacturers, importers, exporters, wholesale and retail dealers in and operators of automatic and coin-worked machines for the purpose of supplying all kinds of foods, drinks, articles, goods and things of every description for which automatic or other machines can be adapted for their sale: amusement caterers and contractors in all their branches whether for indoor or outdoor sports and pastimes and to act as organisers, promoters, and managers of games, pastimes, sports events, exhibitions, displays and the like in all their branches; proprietors of amusement parks and arcades, sports grounds, hotels, shops, restaurants, cafes, recreations and reading rooms, libraries and the like where any kind of automatic or coin operated machines are used, and to finance or lend money to any person, firm or company, for hire purchase purposes or otherwise; exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail, in all articles of commercial manufacturing, personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly to enhance the value of any of the Company's property or assets or the general business of the Company.

(b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having
- X(jj) To guarantee or secure, or to do both, whether by personal undertaking or covenant, or by lien, or by mortgaging or charging all or any part of the undertaking, property or assets present and future or uncalled capital of the Company, or by all or any of such methods, the performance of any contract or obligation of, or the payment of money by, the capita or principal of, or dividends or interest on, any stocks, shares, debentures or other securities of, any person firm or company, and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company (as defined in Section 154 of the Companies Act, 1948) or any subsidiary (as defined in the said Section) of the Company or of the Company's holding company, or otherwise associated with the Company in business and generally to give security, guarantees and indemnities.

for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(5)

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.



WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

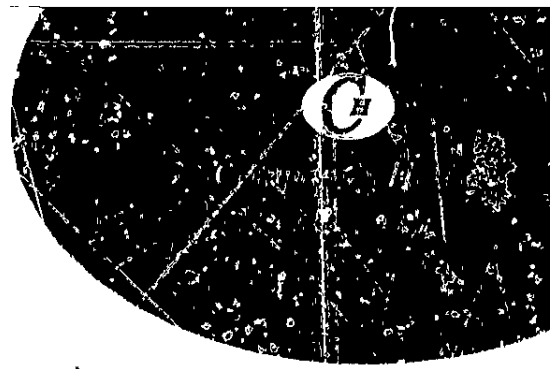
Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
JEAN HERBERT, 156, Strand, London, W.C.2. Company Director	ONE
THOMAS ARTHUR HERBERT, LL.B., 156, Strand, London, W.C.2. Barrister-at-Law.	ONE

DATED the 4th day of March 1966.

WITNESS to the above Signatures :-

ELIZABETH STEWART,
19 Walker Street,
Edinburgh, 3.

Secretary.



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