

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
THE COMPANIES NAMED IN THE SCHEDULE HERETO
(together the "Companies" and each a "Company")

passed on 10th FEBRUARY 2004

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), the undersigned, being the sole member who at the date hereof would be entitled to attend and vote at a general meeting of each Company convened for the passing of the following special resolution as a resolution of such Company, hereby passes the following special resolution as a written special resolution of each Company and agrees that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a meeting duly convened and held.

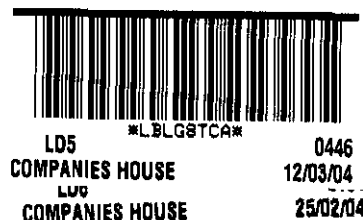
WRITTEN SPECIAL RESOLUTION

1. THAT the following shall be added as a new Article at the end of the Company's Articles of Association:

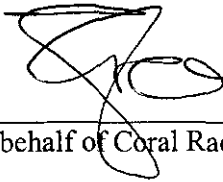
Notwithstanding anything contained in these Articles:

- (i) any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to, and
- (ii) the Directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (a) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or
 - (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
 - (c) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by



way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article.”

 For and on behalf of
Coral Nominees Ltd.

For and on behalf of Coral Racing Limited DIRECTOR
Date: 10th FEBRUARY 2004

A copy of this resolution has been provided to the Company's auditors in accordance with the Companies Act 1985.

SCHEDULE

THE COMPANIES

Company Name	Company Number
Arthur Prince 92 Limited	02901842
Arthur Prince (Turf Accountants) Limited	01367663
Arthur Prince GREY 96 Limited	02901837
Arthur Prince LEDB 84 Limited	02901785
Arthur Prince STRE 71 Ltd	02901790
Coral (Betting Services) Limited	00216891
Coral Bookmakers Limited	00715424
Coral Racing (Accounts) Limited	00672637
Eurobet Limited	02901916
Joe Coral (Course) Limited	00598758
Joe Coral (Football) Limited	00550336
Mark Lane (Grays) Limited	00675289
Mark Lane (Newcastle) Limited	00745378
Mark Lane (Turf Accountant) Limited	00496462
Miller & Co. (Southport) Limited	00625936
P T S (Manor House) Group Limited	00541732
Peter Karn Limited	00757328
Phil Curtis Limited	00672081
Roy Harris Limited	01087652
UK Racing Limited	03164457
Kemptime Limited	03720332
Hooper & Cox (Bookmakers Ealing) Limited	00988580