

GRICIND LIMITED
Registered Number 01227150
(the "Company")

Certified to be a true copy of the original
Baker & McKenzie LLP
100 New Bridge Street
London EC4V 6JA

WRITTEN MEMBER'S RESOLUTIONS

*Certified by Matthew Peden, Solicitor
of England & Wales on 29/07/2007
JL Kelzi*

In accordance with the Articles of Association of the Company, **WE THE UNDERSIGNED**, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company convened for the passing of the following resolutions, **HEREBY PASS** the following resolutions as written resolutions and agree that such resolutions shall for all purposes be as valid and effective as if the same had been passed as a resolution at a general meeting of the Company duly convened and held

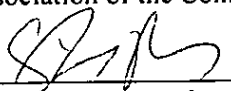
- 1 **IT IS RESOLVED** that the articles of association of the Company be and are hereby amended by inserting after article 6 under the heading "Transfer of Shares" the following new article 6A

"6A Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer -

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not "

- 2 **IT IS RESOLVED** that the regulations contained in the printed document attached hereto be approved and adopted as the articles of association of the Company (the "New Articles") in substitution for and to the exclusion of all the existing articles of association of the Company


Duly authorised signatory for
and on behalf of

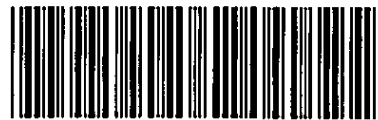
Live Nation UK Holdings Limited

Name **STUART DOUGLAS**

Title Director

Date **13th July 2007**

TUESDAY



A26

ASNTGRI7

24/07/2007

694

COMPANIES HOUSE

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

of

GRICIND LIMITED

(company number 01227150)

Certified to be a true copy of the original
Baker & McKenzie LLP
100 New Bridge Street
London EC4V 6JA

*Certified by Matthew Kedian, Solicitor of
England & Wales on 23/07/2007
M. Kedian*

PRELIMINARY

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company
- 2 Regulations 2, 3, 10, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

CAPITAL

- 3 The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each
- 4 The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A
- 5 Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed

TRANSFER OF SHARES

- 6 Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share
- 6A Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspect registration thereof where such transfer
 - (i) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or

institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"), or

- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

- 7 The proviso to Regulation 32 of Part I of Table A shall not apply to the Company

VOTES OF MEMBERS

- 8 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder

DIRECTORS

- 9 Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted
- 10 A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 299 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered
- 11 A Director may hold any other office or place or profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 12 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company
- 13 The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age
- 14 The office of a Director shall be vacated -
- (a) If by notice in writing to the Company he resigns the office of Director
 - (b) If he ceases to be a Director by virtue of Section 182 of the Act
 - (c) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors

- (d) If he becomes of unsound mind
- (e) If he is prohibited from being a Director by any order made under Section 188 of the Act
- (f) If he is removed from office by a resolution duly passed under Section 184 of the Act

BORROWING POWERS

- 15 The proviso to Regulation 79 of Part I of Table A shall not apply to the Company

MANAGING DIRECTORS AND MANAGERS

- 16 The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he ceases from any cause to be a Director
- 17 A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine

SECRETARY

- 18 The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary

NOTICES

- 19 Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them

FIRST DIRECTORS

- 20 The number of Directors shall not be more than five but the Company in General Meeting may reduce or increase this limit. The first Directors shall be named in writing by the subscribers to the Articles of Association

FIRST SECRETARY

- 21 The first Secretary of the Company shall be MARGUERITE CHRISTINE SAGE

FINANCIAL ASSISTANCE

- 22 Subject to the Company complying with the provisions of the Companies Act 1985, the Company shall be entitled to give financial assistance whether directly or indirectly