

Company number: 1728962

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8th Oct 99

L.A. LEISURE LIMITED

(Incorporated on 3 June 1983)

MEMORANDUM OF ASSOCIATION



BERWIN LEIGHTON

Adelaide House London Bridge London EC4R 9HA
Telephone +44 171 760 1000 Fax +44 171 760 1111

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15/10/99

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

L.A. LEISURE LIMITED

- 1 The name of the Company is L.A. Leisure Limited
- 2 The Registered Office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
 - (A) To carry on all or any of the businesses of promoters, producers, organizers and conductors of amusements, recreations, sports and pastimes of all kinds, and proprietors and managers of gaming, health, sports and other clubs, theatres, cinemas, dance halls, places of entertainment and amusement, hotels, licensed premises, snack bars and catering establishments; to provide for the production and presentation of cabarets, burlesques, revues, shows and other performances and entertainments and to allow the Company's theatres, halls and buildings to be used for theatrical entertainments, meetings and gatherings, balls, concerts, or any other purpose which the Company may deem desirable; and to manufacture, repair, maintain, sell, import, export, loan, hire, let on hire, own, exhibit, operate, and distribute bowling, gaming and amusement equipment, supplies and accessories, gaming and fruit machines, juke boxes and coin-operated and automatic machines, equipment and appliances of all kinds; to carry on the businesses of bingo club proprietors, bookmakers, turf accountants and commission agents, betting shop proprietors, hoteliers, restaurant and cafe keepers, refreshment caterers and

contractors, licensed victuallers, wine and spirit merchants, mineral and aerated water merchants, tobacconists and confectioners and retailers of ice cream, sweetmeats and other articles likely to be required by persons frequenting the company's premises, travel agents, theatrical agents, box office keepers, advertising agents and contractors, publishers and printers, taxi-car park and garage proprietors, private and public car hirers and motor and electrical engineers, builders and contractors, architects, surveyors and house, land and estate agents and to manufacture, import, buy, sell, exchange and deal in any plant, machinery, commodity, material, articles or thing, capable of being conveniently used or sold in connection with the foregoing businesses or any of them, or likely to be required by persons having dealings with the company or frequenting the premises of the Company.

- (B) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.
- (C) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (D) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, Easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.
- (E) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop,

exercise, or grant licences in respect of the property, rights and information so acquired.

- (F) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
- (G) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.
- (H) To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- (I) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.
- (J) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, mortgages, charges, obligations, bonds, interest, securities, dividends, shares or monies or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding

company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- (L) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- (M) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights,
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (O) To promote or establish or concur in promoting or establishing any other Company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such Company.

- (P) To deal with and invest the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- (R) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- (S) To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.
- (T) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.

- (U) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business, the carrying on of which is calculated to benefit this Company or to advance its interests generally.
- (V) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- (W) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependants of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependants as aforesaid.
- (X) To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, either alone as principals, or as agents for or in conjunction with others, and either by or through agents, trustees, sub contractors or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4 The liability of the members is limited.

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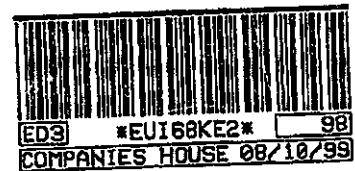
The share capital of the Company is £1000 divided into 1000 shares of £1 each.

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Company number: 1728962

L.A. LEISURE LIMITED

(Incorporated on 3 June 1983)

ARTICLES OF ASSOCIATION



BERWIN LEIGHTON

Adelaide House London Bridge London EC4R 9HA
Telephone +44 171 760 1000 Fax +44 171 760 1111

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
RACHELE KALMAN 3rd Floor Carlisle House 8 Southampton Row London WC1B 4AE Company Formation Agent	ONE
ERIC CHARLES TURNER 3rd Floor Carlisle House 8 Southampton Row London WC1B 4AE Company Formation Agent	ONE

DATED this 9th day of MAY 1983

WITNESS to the above signatures

RAYMOND PAUL KALMAN
3rd Floor Carlisle House
8 Southampton Row
London
WC1 B 4AE

Consultant

of the subscribers thereto than the terms and conditions offered to the Members.

4 Subject to Article 3 hereof the Directors are authorised to allot shares as set out in section 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of incorporation.

5 Subject to the provisions of part III of the Companies Act, 1981 the Company is authorised to purchase its own shares.

Lien

6 The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

Share transfers

7 The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.

8 The Directors may in their absolute discretion and without assigning any reason decline to register any transfer of any share whether or not it is a fully paid share.

Proceedings at General Meetings

9 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of

THE COMPANIES ACTS 1948 and 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

L.A. LEISURE LIMITED

Preliminary

- 1 The Company shall be a private limited company within the meaning of the Companies Acts 1948 to 1981 (hereinafter referred to as "the Acts") and subject as hereinafter provided in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
- 2 Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

Shares

- 3 Section 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to section 17 aforesaid shall be under the control of the Directors who may also grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any

the fact without proof of the number or proportion of the votes recorded in such vote.

Directors

- 10 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
- 11 A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
- 12 The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 aforesaid shall be modified accordingly.
- 13 Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.
- 14 Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any

office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

15 The office of Director shall be vacated:

15.1 if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigns the office of Director; or

15.2 if he becomes bankrupt or enters into any arrangement with his creditors; or

15.3 if he becomes of unsound mind; or

15.4 if he is prohibited from being a Director by reason of any order made under the Acts; or

15.5 if he is removed from office by a resolution duly passed in accordance with the Acts.

Borrowing powers of Directors

16 The proviso to regulation 79 of Table A shall not apply to the Company.

Managing Directors and Managers

17 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.

18 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.

Proceedings of Directors

19 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be, when one Director only is in office one and shall when more than one Director is in office be two.

Secretary

- 20 The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

Indemnity

- 21 Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, addresses and descriptions of Subscribers

RACHELE KALMAN
3rd Floor Carlisle House
8 Southampton Row
London WC1B 4AE

Company Formation Agent

ERIC CHARLES TURNER
3rd Floor Carlisle House
8 Southampton Row
London WC1B 4AE

Company Formation Agent

DATED this 9th day of May 1983

WITNESS to the above signatures:

RAYMOND PAUL KALMAN
3rd Floor Carlisle House
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