

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2294920

I hereby certify that

**ACTIONING LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**BOSTON PHOENIX FOOTBALL CLUB LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 19 APRIL 1989

*Mrs. M. Moss.*  
MRS. M. MOSS

an authorised officer

Company Number : 2294920

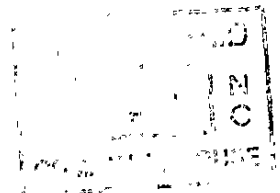
*lms*

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

ACTIONING LIMITED



We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 of Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

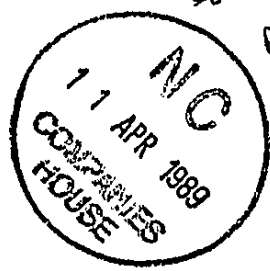
It is resolved :

That the name of the Company be changed to

BOSTON PHOENIX FOOTBALL CLUB LIMITED

Dated this 12th day of September 1988.

*CH. & CO.  
1080  
50 69 84  
P12*



Signed : .....

*[Signature]*

.....  
*[Signature]*

Presented By : THE LONDON LAW AGENCY LIMITED  
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 5753