

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF PRIVATE COMPANY AS A PUBLIC COMPANY

Company No. 2529667

The Registrar of Companies for England and Wales hereby certifies that

NEWCASTLE UNITED PLC

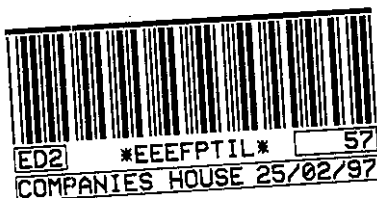
formerly registered as a private company has this day been re-registered under the Companies Act 1985 as a public company and that the company is limited.

Given at Leeds, the 25th February 1997

A handwritten signature in black ink, appearing to read 'Steve Sims'.

STEVE SIMS

For The Registrar Of Companies



C O M P A N I E S H O U S E