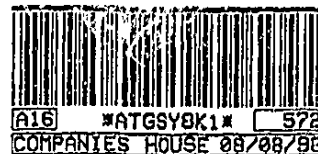


Company Number: 3244143

THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
A COMPANY LIMITED BY SHARES



WRITTEN RESOLUTIONS

of

THE RUGBY CLUB OF LONDON LIMITED

(Pursuant to Section 381A of the Companies Act 1985)

(Passed on the 9th day of April 1998)

WE, the undersigned Members of the Company being all the Members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows such Resolutions to take effect as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is hereby increased from £1,000 divided into 1,000 Ordinary Shares of £1 each to £1,000,000 by the creation of 999,000 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. THAT upon the recommendation of the directors of the Company it is desirable (pursuant to Regulation 110(a) Companies Act 1985 Table "A" incorporated into the Articles of Association of the Company) to capitalise the sum of £674,915 being the amount standing to the credit of the share premium account of the Company and accordingly that the directors of the Company be authorised and directed to appropriate the said sum to the persons who shall be registered at the close of business on the date hereof as the holders of the Ordinary Shares of £1 each in the capital of the Company in the proportions in which the said sum would have been divisible amongst them had the said sum been applied in paying dividends instead of being capitalised and to apply the said sum in paying up in full at par 674,915 unissued Ordinary Shares of £1 each in the capital of the Company such Ordinary Shares of £1 each to be allotted and distributed credited as fully paid to and amongst such persons in the proportions aforesaid **PROVIDED THAT** this authority shall expire five years from the date hereof.
3. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985), or to grant any right to subscribe for or to convert any security into, relevant securities in the Company up to a maximum nominal

amount of £1,000,000 at any time or times during that period from the date of the passing of this Special Resolution 3 up to and including 31st December 1999 on which date the authority given by this Special Resolution 3 shall expire save that the Company may before such expiry of the authority make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

4. THAT, subject to the passing of Special Resolution 3 above, the directors be and are hereby empowered to allot equity securities within the meaning of Section 94 of the Companies Act 1985 for cash pursuant to the authority conferred by Special Resolution 3 above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment provided that this authority shall expire on 31st December 1999 save that the Company may before such expiry date make any offer or agreement which would or might require equity securities to be allotted after such expiry date and accordingly the directors may allot equity securities pursuant to any such offer or agreement as if such authority had not expired.

Name of Member

Signature

(1) ALAN RICHARD PAYNE

(2) CALEDONIAN HERITABLE LIMITED

(for and on behalf of
Caledonian Heritable Limited)

(3) ORION NOMINEES LIMITED

(for and on behalf of
Orion Nominees Limited)

(4) LANGLEY ^{INVESTMENTS} ~~NOMINEES~~ LIMITED

(for and on behalf of
Langley ^{INVESTMENTS} Nominees Limited)

(5) RICHARD JOHN CHARLES UPTON

Dated this 9th day of April 1998

We, being the Auditors to the Company, hereby acknowledge that a copy of the above Resolution has been sent to us.

Dated this day of April 1998

AUDITORS

4th August 1998