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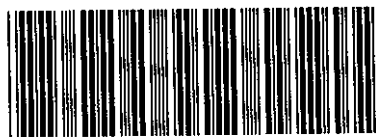
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3374347

The Registrar of Companies for England and Wales hereby certifies that
BATCHRATE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FULHAM FOOTBALL LEISURE LIMITED

Given at Companies House, Cardiff, the 18th June 1997



C03374347H


G. A. DRENTON

For the Registrar of Companies



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

HC006B

BATCHRATE LIMITED

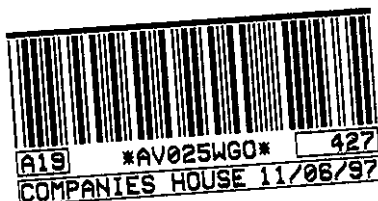
(Registered No. 3374347)

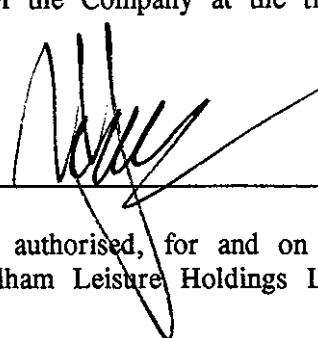


Written resolutions of the sole member of the Company passed (pursuant to regulation 53 of Table A embodied in the Company's Articles of Association) as Special Resolutions on 29 May 1997.

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to Fulham Football Leisure Limited.
2. THAT
 - (a) the authorised share capital of the Company be increased to £30,750,000 by the creation of 30,749,000 additional shares of £1 each;
 - (b) the authorised share capital of the Company be redesignated so as to comprise 23,062,500 "A" Ordinary Shares of £1 each and 7,687,500 "B" Ordinary Shares of £1 each carrying the respective rights and restrictions set out in the articles of association to be adopted pursuant to paragraph (d) below;
 - (c) the two existing shares in the Company in issue be and are hereby redesignated as "A" Ordinary Shares;
 - (d) the regulations contained in the document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof; and
 - (e) the Directors be unconditionally authorised and empowered to allot, at any time before 28 May 2002, all authorised but unissued shares in the capital of the Company at the time of the passing of this resolution.





duly authorised, for and on behalf
of Fulham Leisure Holdings Limited