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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3674789

The Registrar of Companies for England and Wales hereby certifies that

ALTERAMBER LIMITED

having by special resolution changed its name, is now incorporated
under the name of

UMBRO HOLDINGS LIMITED

Given at Companies House, London, the 27th April 1999



C03674789Q

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No.: 3674789



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION**

- of -

ALTERAMBER LIMITED

(Passed on 23 April 1999)

At an Extraordinary General Meeting of the Company duly convened and held on 23 April 1999 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That:

- (1) each of the existing 950 authorised but unissued Ordinary Shares of £1 each in the capital of the Company be and it is hereby sub-divided into and redesignated as 10,000 "B" Ordinary Shares of 0.01p each;
- (2) the share capital of the Company be increased to £100,004,100 by the creation of:
 - (i) 19,500,000 "A" Ordinary Shares of 0.01p each;
 - (ii) 11,500,000 "B" Ordinary Shares of 0.01p each; and
 - (iii) 100,000,000 Preference Shares of £1 each.in each case having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to subparagraph (3) of this resolution; and
- (3) the regulations contained in the printed document submitted to this meeting, and for the purpose of identification signed by the Chairman, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company; and
- (4) in accordance with s 80 Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company:
 - (i) to allot up to 725,000 "A" Ordinary Shares of 0.01p each; and

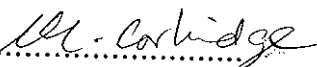
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- (ii) to allot up to 11,275,000 "B" Ordinary Shares of 0.01p each (includes "B" Ordinary Shares pursuant to the Warrant Instrument a copy of which was produced to the meeting);
- (iii) to allot up to 47,750,000 Preference Shares of £1 each;
- (5) the pre-emption provisions contained in s 89 Companies Act 1985 are excluded and shall not apply to the allotment of the Shares pursuant to the authority granted to the directors by subparagraph (4) above; and
- (6) the name of the Company be changed to "Umbro Holdings Limited".

Signed, 
Chairman of the Meeting