

Company No 3674789

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of


UMBRO PLC

Passed on 4 March 2008

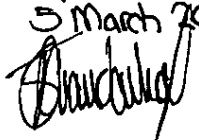
At a General Meeting of the Company duly convened and held at 11 30 am at Umbro House, Lakeside, Cheadle, Cheshire, SK8 3GQ on 4 March 2008, the following resolutions were duly passed as special resolutions of the Company

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private company in accordance with the provisions of section 53 of the Companies Act 1985
- 2 THAT the name of the Company be and it is changed to "Umbro Ltd "
- 3 THAT the memorandum of association of the Company be and it is altered by
 - 3 1 deleting clause 1 and inserting in substitution for it
"1 The name of the company is Umbro Ltd ",
 - 3 2 deleting clause 2,
 - 3 3 re-numbering the present clauses 3-6 as clauses 2-5 respectively, and
 - 3 4 updating the current clause 6 to reflect the present share capital figures for the Company
- 4 THAT the regulations contained in the printed document attached hereto and for the purposes of identification initialled by the chairman of the meeting be and they are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of the Company


Chairman

**Certified to be a True Copy
of the Original
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Sophia Chandraoka, Solicitor
5 March 2008


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LD1 05/03/2008 73
COMPANIES HOUSE
LD1 05/03/2008 85
COMPANIES HOUSE