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SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE 28/06/07
COMPANIES HOUSE 28/06/07

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 5th Mark 2001

Signed: W.J. Chatrphenn

W.J.C. CHRISTOPHERSON

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

"4,

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 28 2 2001

Signed:

MRS CAROL HATTON

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allolment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section
 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated: 06.2, 2001

Signed:

MR. L.T. HATION

Page 6 of 7

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant socurities up to an aggregate nominal amount of £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act,
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.7

Dated:

Signed:

gned:

P. Hisley

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allof relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 69(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section
 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated: \$=6 20, 2001

Signed: MARC NEWS EN

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

Page 7 of 7

4.

4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper,

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- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate mominal amount of-£50,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allulment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:

Signed:

ALEX LARGE

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: SolyToese 16/2/07
Signed:

SALLY LEESON

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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Page 7 of 7

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—260,000 £60,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (5) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

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Signed:

2.5. MARKUNCIL

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such pers 1s, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allow relevant securities up to an aggregate nominal amount of 3,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 5 Much 2011

Signed:

FOR O ON BCHALF OF OPUS INVESTMENTS LUTITED

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their renuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

Signed:

DAVID OVENDEN

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section S9(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect

Page 7 of 7

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of-£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the altotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated: 27 · 2 · 01

Signed:

SEAN PARK

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

20/36/02

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: February 2011, 2001.

Signed:

W. Palesson

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80.000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the ourposes of the said Section
 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated.

19 Filming 2001

Signed:

S. SAUAGE

SCREDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Anides all the powers of the Company to altot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall beer the same meanings in this Article 4."

Dated:

February 18th 2001

Signed!

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of live years from the date of adoption of those Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of-£60,000 and :000,083
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the explry of such period.
- 4.3 Subject to Article 4.2(a) above sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4,"

Dated: 26/3/01.

Signed:

I. M. STMMONDS 1

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- That Nunn Hayward be re-appointed auditors of the company until the next ceneral meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.4 Subject to Section 80 of the Act and to Article 4.2 below, all uniscued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (8) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the protod of tive years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an appregate nominal emount of—section 680,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.7

Dated () () 01

Signed

SPENICER SKINNER.

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of -£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1; of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7/3/01

Signed:

P. SWEATMAN

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s 252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-conption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4,1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 Pursuant to and in accordance with Section 80 of the Act, the (a) Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of the control of the <u>ಸ್ಟ್ ಸಿಪ್ಟ</u> and
 - by such authority the Directors may make offers or agreements (b) which would or might require the allotment of relevant secunties after the expiry of such period,
- 43 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Anicle 4.1

Dated

Signed'

DIRECTOR VAUXCASTLE CT)

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a. Pursuant to and in accordance with Section `O of the Act, the Directors shall be generally and uncondition, lly authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate number amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may man a others or agreements which would or might require the alloament of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and (-0(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes at the said Section 80 or the said Section 89 shall bear the same meanings at this Article 4."

Dated: 7 MANCH 2001

Signed:

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NEIL WALKER,

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 26th february 2001

Signed;

(P.-. D WILLIAMS)

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA. 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Saction 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over ix otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of thuse Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the altolment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 80(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.1

Dated: 16" February , 2001

Signed: CDDDA

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of \$,80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,900 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the pilotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section
 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

16/2/01

Signed:

E. WRAY

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: //3/0/

Signed: Man Zan

M BURKE

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 39(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may altot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

27 March 2001

Signed:

FOR MUS ON REMALT OF

HACKGOOD WOMMUND LIMITED

(T Nohmard - Streetung)

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

Page 7 of 7

4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may atiot, grant uptions over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section80 or the said Section 39 shall bear the same meanings in this Article 4."

Dated: 7

21.2.01

Signed:

C.M. BATTERHAM

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

20-06-02



"4.

- 4.1 Subject to Section 80 of the Act and to Article 4,2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—E60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

26 March 2001

Signed:

P.S. BEARDSELL

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any lime or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

Page 7 of 7

4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (8) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate normal amount of—£60,000 £80,000; and
 - (b) by such suthonty the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period
- 4.3 Subject to Article 4 2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section \$1(1) of the Act
- 4.4 Words and expressions defined in or for the purposes of the said Section
 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

Signed:

RON BELER

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 bélow, al' unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Comparity to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with sabblion 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.7

Dated: 26/2/01

Signed: Col. w. Fulge Drawere

CARADONIAN HARTAGIC INVESTMENT LOS

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Reso'ations

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batte, am to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general recting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- Subject to Section 80 of the Act and to Article 4.2 below, all unissued 4.1 shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 280,000; and
 - by such authority the Directors may make offers or agreements (b) which would or might require the allotment of relevant securities after the expiry of such period.
- Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act 4.3 shall not apply to the Company, in accordance with section 91(1) of the
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the sald Section 89 shall bear the same meanings in this Article 4."

Dated: 21 May 2007
Signed: ROBERT CECIL

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

A20 COMPANIES HOUSE 658U \$0\20V)\$ **4**.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act,
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

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Dated:

Signed:

S. CHAMP

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (5) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated: 25/02/01
Signed: G. Chis Copherson.
CHRISTOPHERSON.

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

20/06/02

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or utherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise duting the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allownent of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:

Signed:

ladolfo OArino

TOTAL P.02

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Num Bayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued stares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4 3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:

28 North 2001

Signed:

ALBERT DESCLÉE DE MAREDSON

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE SOUGHOS

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7 - 3. 01

l l lilits

Signed:

C. J. HILDITCH

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may altot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£69,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment or relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

27/2/51

Signed

S R HONEY

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

20/06/02

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:	18 March 2001
Signed:	4/4/
Hoar	g LE HUY

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 he confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE

20/06/02

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant socurities up to an aggregate nominal amount of—£60;000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 24 /5 /2001.

Signed:

D.J.S. JuyoN

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s,366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may altot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of <u>CSO,000</u> E80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: May 24, 20

Signed:

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PHILIPPE KATZ

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allutment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:

27/3/4/

Signed:

D. KILLICK

Page 6 of 7

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unassued shares shall be at the disposal of the Directors and they may allot grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper.
- 4.7 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to affor relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the explry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (8) of the Act shall not apply to the Company in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated: 12 (>) 60

Signed Jukien

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted,
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

COMPANIES HOUSE 20/06/02

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) shove, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated.

1t Merch 2001.

Signed.

J L. MACLEAN

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance wint the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in a cordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

1/3/01

Signed:

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- Subject to Section 80 or the Act and to Article 4.2 below, all unissu. I 41 shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such temis as they think proper.
- 4.2 Pursuant to and in a cordance with Section 80 of the Act the (a) Directors shall be generally and unconditionally authorized to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an apprentile nominal amount of-£60,000 £80,000, and
 - (b) by such authority the Directors may make offers or agreements which would or might require me alloment of relevant securities after the expiry of such period
- 43 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act
- 44 Words and expressions a fined in or for the purroses of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

15/3/01 Dated:

Signod:

Kim M. Huire

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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Page 7 of 7

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may aliot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the puriod of five years from the date of adoption of those Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make effers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4 2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act
- Words and expressions defined in or for the purposes of the said Section 80 or the suid Section 89 shall bear the same meanings in this Article 4."

Dated: It to MARCH 2001

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QUINTIN MICLER

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.7

Dated: 21 FEBRUARY ZOOT

Signed: PHIL RISLEY

PF Inley

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities Pp to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7 MOYCH 2001

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Signed: SAMOS INVESTMENTS LIMITED

DIECTOR

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an appreciate nominal amount of—650,000 £80,000; and
 - .b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Hubject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Viroids and expressions defined in or for the purposes of the said Section 8) or the said Section 89 shall hear the same magnings in this Article 4 *

Dated.

22 - MAT. 2001

Signed¹

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4 2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the altotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated 21-2-01

Signed:

NOD WILLIAMS

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s,366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000,
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 7. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4,1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (11) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of-£60-000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expliy of such-period.
- 43 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated

9/3/01

Signed'

GREE PAGLANDSA

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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Page 7 of 7

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and or such terms as they think proper.
- 4.2 (a) Pursuall to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or hight require the allotment of relevant securities after the expiry or such period.
- 4.3 Subject to Article 3.2(4) a rove, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Collipson, in accordance with section 91(1) of the Act
- 4.4 Words and expressions patients in or for the purposes of the said Section 80 or the said Section 89 st.n. bear the same meanings in this Article 4.11

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Signed-

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SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their renuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unlessed shares shall be at the disposal of the Directors and they may altot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

28.03.01

Signed:

MWALL

R WITHERS GREEN

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect, and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times, and on such terms as they think proper.
- 4 2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 16/02/01

Signed:

Andrew Black.

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—\$60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.

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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4.*

Dated:

28th Feb may, 2001

Signed:

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THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the explry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

6.02.01

Signed:

FOR + ON BEHALF OF BELLEGROVE INVESTMENTS LIMITED

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 5. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- Pursuant to and in accordance with Section 80 of the Act, the 4.2 (a) Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of-£60,000 £80,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act 4.3 shall not apply to the Company, in accordance with section 91(1) of the Act.
- Words and expressions defined in or for the purposes of the said Section 4.4 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

25 feb 25.

Signed:

C. BOTT

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

- 1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
- 2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
- 3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
- 4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
- 5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such prod. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unlasted shapes shall be at the dispose of the Directors and they may slick grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 50 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of—640,000 £50,000; and
 - (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant escurities after the expery of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 80(1) to (8) of the Act shall not apply to the Company, in ecoordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall beer the same meanings in this Article 4.*

Dated: 27/3/01

Signod:

RICHARD CAMPBELL BREEDEN

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