

ODDSCHECKER SERVICES LIMITED (the "Company")

**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as Special Resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 "The articles of association shall be amended by the deletion of the following clause 4.1:

The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article."

- 2 "The articles of association shall be amended by the deletion of the following clause 4.2:

Regulation 8 of Table A shall not apply to the Company."

- 3 The articles of association shall be amended by the deletion of the following clause 13.1:

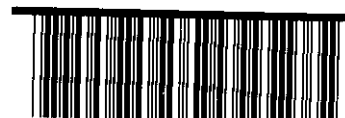
The Directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of Regulation 24 of Table A shall not apply to the Company."

- 4 "The articles of association shall be amended by the insertion of the following clause 4.1:

Regulations 8, 9, 10 and 11 of Table A shall not apply."

- 5 "The articles of association shall be amended by the insertion of the following clause 5.1:

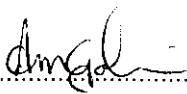
Regulations 24, 25 and 26 of Table A shall not apply."



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Signed for and on behalf of

Oddschecker Limited


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Date: 02/12/04