

Company Number 04179402

The Companies Act 1985

Private Company Limited by Shares

SATURDAY



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09/06/2007
COMPANIES HOUSE

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SUPERSTADIUM MANAGEMENT COMPANY LIMITED (the "Company")

WRITTEN RESOLUTIONS

I, Adam Pearson, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company for the purpose of section 381A of the Companies Act 1985 and in accordance with schedule 15A of the Companies Act 1985 and having been supplied with a copy of the statutory declaration made pursuant to section 155 of the Companies Act 1985 and the auditor's report annexed thereto, HEREBY PASS the following resolutions as written resolutions of the Company and agree pursuant to section 381A of the Companies Act 1985 that the said resolutions shall be valid and effective as if the said resolutions had been passed as special resolutions at a general meeting of the Company duly convened and held:

- 1 **THAT**, in substitution of the existing paragraphs 3 9 and 3 17, the following paragraphs be inserted in the Company's Memorandum of Association

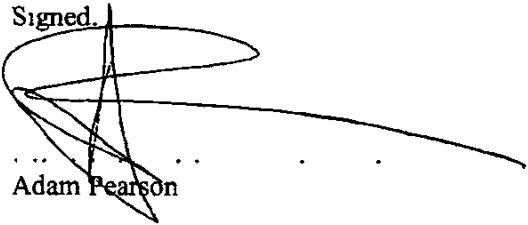
"3 9 Either with or without the Company receiving any consideration or advantage, direct or indirect from the giving any such guarantee and so as to be an independent object of the Company to guarantee or otherwise secure the performance of the obligations including but not limited to the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever of any person, firm or company including but not limited to any company which is for the time being the holding company or subsidiary (as defined by section 736 of the Companies Act 1985) of the Company or the Company's holding company or otherwise associated with the Company in business or any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens or any other security interest upon all or any other property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others", and

- "3 17 Except in so far as is prohibited by section 151 of the Companies Act 1985, to give directly or indirectly financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the

Companies Act 1985) for the purpose of the acquisition of shares in the Company or any company which is for the time being the Company's holding company (as defined in section 736 of the Companies Act 1985) or for the purpose of reducing or discharging any liability incurred by any person for the acquisition of shares in the Company or of shares in any company which may from time to time be the Company's holding company (as so defined)"

- 2 **THAT**, subject to compliance with Sections 155 to 158 (inclusive) of the Companies Act 1985, the giving of financial assistance by the Company to Essex 3941 Limited in the form and on the terms set out in Form 155(6)a, including the auditors' report attached thereto, (copies of the same being annexed hereto) be and is hereby approved

Signed.



Adam Pearson

Dated 4 June 2007