

COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTIONS

OF

ARENA COVENTRY LIMITED

COMPANY NUMBER: 4440684

I, the undersigned, being the sole member of the above company, for the time being entitled to attend and vote at general meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

1. **THAT** new articles of association, a copy of which is initialled by me for the purpose of identification, be adopted to the exclusion of all the existing articles.
2. **THAT** the share capital of the company be altered by sub-dividing and re-designating 200 of the existing shares of £1 each, including the one issued share, into 2,000,000 A shares of £0.0001 each having the rights described in the new articles of association adopted by resolution 1 above.
3. **THAT** the share capital of the company be altered by re-designating 800 of the existing shares of £1 each as B shares of £1 each.
4. **THAT** the authorised share capital of the company be increased from £1,000 to £1,758,256 by the creation of 1,757,256 additional B shares of £1 each, ranking equally with the existing B shares of £1 each.
5. **THAT** the share capital of the company be altered by sub-dividing the 1,758,056 B shares of £1 each into 2,000,000 B shares of £0.879028 each having the rights described in the new articles of association adopted by resolution 1 above **AND THAT** the directors' authority to allot shares be extended to expire on the fifth anniversary of the passing of this resolution and to cover all unissued shares.
6. **THAT** the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by article 12 of the Articles of Association as if section 89(1) of the Act did not apply to the allotment.

For & on behalf of  
**PINSENT CURTIS BIDDLE**  
**DIRECTOR LIMITED**

.....  
PinSENT Curtis Biddle Director Limited

.....  
Date 19-9-2002

CERTIFIED TO BE A TRUE AND COMPLETE  
COPY OF THE ORIGINAL  
DATED THIS 26TH DAY OF SEPTEMBER 2002

PinSENT  
Curtis  
Biddle  
.....  
LEEDS LS1 5AB

