

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MOVERS AND SHAPERS LIMITED
Company No. 05758299
(the "Company")

DATED 6 JUL 2007

The undersigned, being the sole member of the Company hereby pass the following resolution as a Special Resolution


SPECIAL RESOLUTION

- 1 That the 450,000 'A' Ordinary Shares of £1 each held by ADDleisure Plc shall be re-designated as 450,000 Ordinary Shares of £1 each having the rights and being subject to the restrictions contained in the articles of association proposed to be adopted pursuant to the passing of Resolution 3 below
- 2 That the 50,000 'B' Ordinary Shares of £1 each held by ADDleisure Plc shall be re-designated as 50,000 Ordinary Shares of £1 each having the rights and being subject to the restrictions contained in the articles of association proposed to be adopted pursuant to the passing of Resolution 3 below
- 3 That the Company adopts the new articles of association of the Company to the exclusion of all other articles of association whatsoever

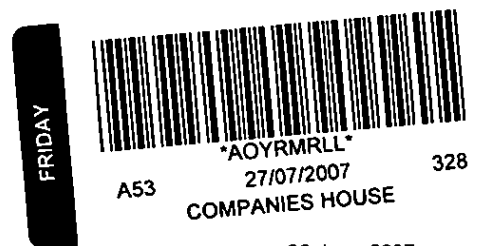


Director

For and on behalf of ADDleisure Plc

Director/Secretary 

For and on behalf of ADDleisure Plc



Company Number : 3322659

THE COMPANIES ACTS 1985 and 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

"MOVERS AND SHAPERS LIMITED"

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Ref C

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MOVERS AND SHAPERS LIMITED

(Adopted by Written Resolution passed on July 2007)

PRELIMINARY

1

- 1 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. References herein to "regulations" are to regulations of Table A.

- 1 2 In these Articles the expressions -

"the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision from time to time in force, and

"subsidiary company" means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors or is a member of it and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in it and the said definition of "holding company" in the said section shall be construed accordingly.

ALLOTMENT OF SHARES

2

- 2 1 Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company.
- 2 2 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80

of the Act and to paragraph (5) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit

- 2 3 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (c) shall have effect subject to Section 80 of the Act
- 2 4 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- 2 5 The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of such adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

SHARES

- 3 The lien conferred by regulation 8 shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly
- 4 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

GENERAL MEETINGS AND RESOLUTIONS

5

- 5 1 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and regulation 38 shall be modified accordingly

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that which is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

- 5 2 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notice of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors from time to time of the Company

6

- 6 1 Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence

- 6 2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved

- 6 3 Regulation 41 shall not apply to the Company

APPOINTMENT OF DIRECTORS

7

- 7 1 Regulation 64 shall not apply to the Company

- 7 2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to, and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two

- 7 3 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) shall not apply to the Company

- 7 4 No person shall be appointed a Director at any General Meeting unless either -

7 4 1 he is recommended by the Directors, or

7 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed

- 7 5 Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 7 6 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and from time to time in force
- 7 7 Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever appointed

BORROWING POWERS

- 8 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

ALTERNATE DIRECTORS

- 9
- 9 1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 shall be modified accordingly
- 9 2 A Director, or any such other person as is mentioned in regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

DISQUALIFICATION OF DIRECTORS

- 10 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and regulation 81 shall be modified accordingly

PROCEEDINGS OF DIRECTORS

- 11
- 11 1 All or any of the members of the board of directors or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest

group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is

- 11 2 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement or proposed transaction or arrangement with the Company may vote in respect of any such transaction or arrangement or proposed transaction or arrangement or any matter arising thereout and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such transaction or arrangement or proposed transaction or arrangement shall come before the board of directors for consideration and may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof Regulations 94 to 97 shall not apply

INDEMNITY

- 12 To the extent not avoided by the provisions of the Act, and without prejudice to any indemnity to which an officer might otherwise be entitled, every Director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, and the Company may -
- 12 1 purchase or maintain for any such officer or auditor insurance against any such liability (whether or not any indemnity therefor is avoided by the provisions of the Act), and
- 12 2 without prejudice to the foregoing indemnify such officer or auditor against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court

Regulation 118 shall not apply to the Company

TRANSFER OF SHARES

- 13
- 13 1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share
- 13 2 For so long as the Company is a subsidiary company, no transfer of a share shall be registered without the prior consent of the Company's holding company
- 13 3 The first sentence of regulation 24 shall not apply to the Company

HOLDING COMPANY

- 14
- 14 1 Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a Director or the Secretary or other duly authorised officer of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service

- 14 2 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers
- 14 3 If the Company has more than one holding company then for the purpose of these Articles reference to its holding company shall be read and construed as references to its immediate holding company

COMPANY SEAL

- 15 The Company need not have a company seal The Directors may execute under the signature of any two of them or any one of them and the company secretary as they may determine and pursuant to Sections 36A and 36B of the Act deliver any document so as to have the same effect as a deed The obligation under the second sentence of regulation 6 of Table A and all of regulation 101 of Table A apply only if the Company has a seal

SINGLE MEMBER

- 16 If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply
- 16 1 One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member of (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly Regulation 41 of Table A shall not apply to the Company
- 16 2 The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the Chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly
- 16 3 A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly
- 16 4 All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member