

Company No. 80612

THE COMPANIES ACT 1985

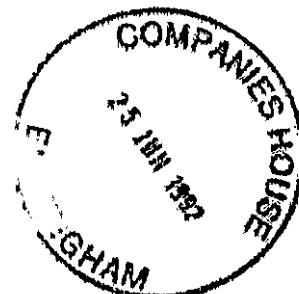
PRIVATE LIMITED COMPANY

SPECIAL RESOLUTIONS

of

THE FOOTBALL LEAGUE, LIMITED

[Passed 5th June 1992]

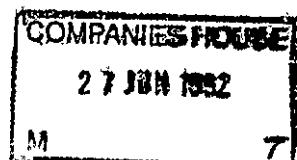


AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at The Connaught Rooms, Great Queen Street, London WX2B 5DA on Friday, 5th June 1992 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. "THAT:-

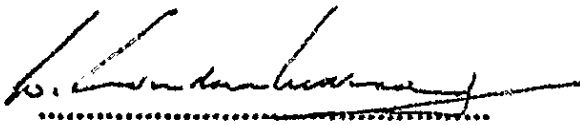
- (a) the Directors of the Company be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot 10 shares of 5p each in the capital of the Company at any time during the period of six months from the date of this Resolution and that by virtue of Section 95(1) of the Act, Section 89(1) of the Act shall not apply to such allotment; and
- (b) Article 11 of the Articles of Association of the Company be and is hereby deleted and each of the Associate Members be and is hereby admitted as a member of the Company to rank equally with the existing Full Members of the Company; and
- (c) Article 75 of the Articles of Association of the Company be and is hereby deleted and each of the Clubs of the new First, Second and Third Divisions whether present by a representative or proxy, shall have one vote whether on a show of hands or on a poll; and
- (d) Regulation 9 of the Regulations be and is hereby deleted and in respect of Resolutions 3(A)-(D) inclusive, there shall be a vote of all the Clubs of the new First, Second and Third Divisions (present



by a representative or proxy) and such Resolution shall be carried if passed by a majority of the votes cast by all the Clubs of the new First, Second and Third Divisions and if requested by any Member, by a majority of the votes cast by all the Clubs of the new First Division at a separate vote, and in each case whether present by a representative or proxy."

2. "THAT:-

- (a) the existing Clause 3 of the Memorandum of Association of the Company be and is hereby deleted in its entirety and replaced by the new Clause 3 set out in the Memorandum of Association produced to the Meeting and signed by Mr. J.D. Dent for the purposes of identification; and
- (b) the existing Articles of Association of the Company be and are hereby deleted in their entirety and replaced by the Articles of Association produced to the Meeting (and signed by Mr. J.D. Dent for the purposes of identification) which be and are hereby adopted as the new Articles of Association of the Company."



CHAIRMAN