



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5513688

The Registrar of Companies for England and Wales hereby certifies that

NOVUS INVESTMENTS I LIMITED

having changed its name, is now incorporated under the name of

NI HOLDINGS I LIMITED

Given at Companies House on **23rd June 2009**



C05513688M



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company number: 5513688

018012/50

PRIVATE COMPANY LIMITED BY SHARES

PASSED AS A WRITTEN RESOLUTION
OF

NOVUS INVESTMENTS I LIMITED

(the "Company")

(Circulated 22 June 2009)



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that:

- Resolution 1 is passed as a special resolution (the "Special Resolution").

THAT:

SPECIAL RESOLUTION

- 1 That the Company's name be changed to NI Holdings I Limited

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being the eligible members of the Company entitled to vote on the Special Resolution on 22 June 2009, hereby irrevocably agree to the Special Resolution.

S. Richard

Date: 22 June 2009

D. Donnohoe

Date:

D. Lodge

Date: 22 June 2009

J. Holbrook

Date: 22 June 2009



.....
B. Beattie

Date:

.....
S. Ward

Date:

.....
B. Collier

Date:

.....
J. Thorndycroft

Date: 22 June 2009

.....
G. Harris

Date:

.....
P. Pothercary

Date: 22 June 2009

.....
L. Giernatowski

Date:

.....
For and on behalf of

PAL Trustees (DI)

Date:

.....
For and on behalf of

PAL Trustees (DC)

Date:

.....
J. Anderson

Date:

.....
R. Embleton

Date:

.....
K. Davies

Date: 22 June 2009

.....
J. Barnes

Date:

.....
R. MacFarlane

Date:

.....
G. Wright

Date:

.....
J. Sherrington

Date:

.....
D. Lilley

Date:

.....
S. Marshall

Date:

.....
Cognetas Fund II 'B' LP

Date:

.....
For and on behalf of

Cognetas Fund II 'A' LP

Date:

Company number: 5513688

Notes

1. If you agree with the Special Resolution, please indicate your agreement to it by signing and dating this document where indicated above, and return it to the Company in one of the following ways:
 - By hand or by post: signed copy to be delivered/sent to Novus Investments I Limited, Vernon House, 40 Shaftesbury Avenue, London W1D 7ER, for the attention of James Sherrington;
 - By fax: signed copy to be faxed to +44 (0)[*Insert fax number*], for the attention of James Sherrington; or
 - By e-mail: scanned copy of the signed document to be attached to an email and sent to James.Sherrington@novusleisure.com with subject "Written resolution circulated 22 June 2009".

If you do not agree with the Special Resolution, you do not need to do anything as by failing to reply to this document, you will not be deemed to have agreed with the Special Resolution.

2. Your agreement to the Special Resolution, once indicated, may not be revoked.
3. If sufficient agreement has not been received within 28 days of the date of circulation for the Special Resolution to pass then such resolution will lapse.
4. If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Company number: 5513688

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Date:

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D. Donnohoe

Date:

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D. Lodge

Date:

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J. Holbrook

Date:

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B. Beattie

Date:

.....
S. Ward

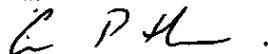
Date:

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B. Collier

Date:

.....
J. Thorndycroft

Date:



G. Harris

Date: 22/6/09

.....
P. Pothercary

Date:

.....
L. Giernatowski

Date:

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For and on behalf of

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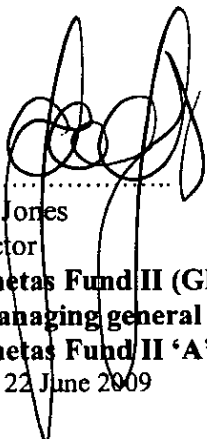
Date: 22/6/09

.....
D. Lilley

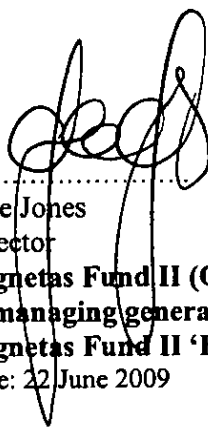
Date:

.....
S. Marshall

Date:



.....
Julie Jones
Director
Cognetas Fund II (GP) Limited
as managing general partner of
Cognetas Fund II 'A' LP
Date: 22 June 2009



.....
Julie Jones
Director
Cognetas Fund II (GP) Limited
as managing general partner of
Cognetas Fund II 'B' LP
Date: 22 June 2009

Company number: 5513688

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