

FILE COPY



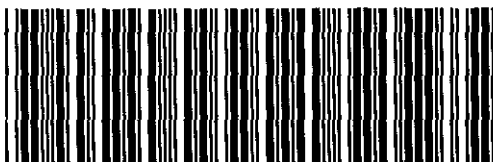
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5474672

The Registrar of Companies for England and Wales hereby certifies that
BERKSHIRE SPORTS MARKETING LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th June 2005



N05474672M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

BERKSHIRE SPORTS MARKETING
LIMITED

I,

PAUL NICHOLAS KUSTIAW

of

4 Mayflower Court Reading RG1 1TE

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Paul Kustiaw

Declared at

2/23 Queen Victoria St. Reading

Day Month Year

On

07 06 2005

① Please print name.

before me ①

TPC CUFF

Signed

TPC CUFF

Date

7/6/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Form revised June 1998



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

BERKSHIRE SPORTS MARKETING
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

11B WOOSEHILL LANE

Post town

WOKINGHAM

County / Region

BERKSHIRE

Postcode

RG41 2TT

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

E J WINTER & SON

Address

21/23 QUEEN VICTORIA ST

Post town

READING

County / Region

BERKSHIRE

Postcode

RG1 1TE

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information



A17 *APHXJ5YZ* 0736
COMPANIES HOUSE 08/06/05
A19 *AML7Y5UL* 0741
COMPANIES HOUSE 04/06/05

v 08/02

Tel 0118 957 4424

DX number 54710 DX exchange READING - 2

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2


Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name	BERKSHIRE SPORTS MARKETING LIMITED		
NAME	*Style / Title	MR	*Honours etc
Forename(s)	DAVID		
Surname	TAYLOR		
Previous forename(s)			
Previous surname(s)			
Address ††	43 CHAMBERLAIN GARDENS		
Post town	ARBORFIELD		
County / Region	BERKSHIRE	Postcode	RG2 9QB
Country	ENGLAND		
I consent to act as secretary of the company named on page 1			

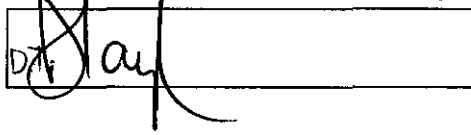
Consent signature

DT  Date *date* 3/6/05

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc
Forename(s)	DAVID		
Surname	TAYLOR		
Previous forename(s)			
Previous surname(s)			
Address ††	43 CHAMBERLAIN GARDENS		
Post town	ARBORFIELD		
County / Region	BERKSHIRE	Postcode	RG2 9QB
Country	ENGLAND		
Date of birth	Day	Month	Year
	05	01	1964
Nationality	BRITISH		
Business occupation	NONE		
Other directorships	DIRECTOR & SECRETARY TO DAVID TAYLOR		
	RESIDENTIAL LETTINGS etc Co NUM 5256930		
I consent to act as director of the company named on page 1			
Consent signature	DT  Date <i>date</i> 3/6/05		

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

BERKSHIRE SPORTS MARKETING LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

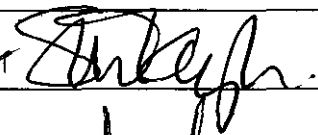
I consent to act as director of the company named on page 1

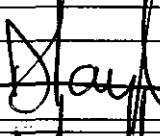
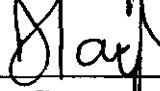
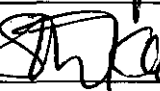

Consent signature

Date

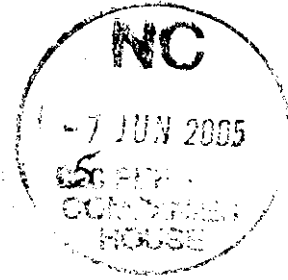
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	SHARON MARIE			
	Surname	TAYLOR			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	43 CHAMBERLAIN GARDENS			
	Post town	ARBORFIELD			
	County / Region	BERKSHIRE	Postcode	RG2 9QB	
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		11	11	1965	BRITISH
	Business occupation	X none			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	ST 		Date	date 3-6-05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed		Date	13-6-05 ST
	Signed	ST 	Date	13-6-05
	Signed	ST 	Date	13-6-05.
	Signed	ME 	Date	13-6-05
	Signed		Date	
	Signed		Date	
	Signed		Date	

THE COMPANIES ACTS 1985 to 1989



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF 'BERKSHIRE SPORTS MARKETING LIMITED'

1. The company's name is 'Berkshire Sports Marketing Limited'.
2. The company's registered office is to be situated in England.
3. The object of the company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £1,000 divided into 1,000 shares of £1 each.

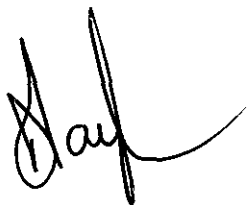


We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers

Number of shares taken
by each Subscriber

David Taylor
43 Chamberlain Gardens
Arborfield
RG2 9QB



ONE

Sharon Marie Taylor
43 Chamberlain Gardens
Arborfield
RG2 9QB



ONE

Michael Ellis
15 Regent Court
Norn Hill
Basingstoke
RG21 4HP



ONE

Total shares taken

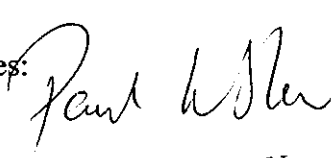
THREE

Dated this 3rd June 2005

Witness to the above signatures:

Name:

Address:



E. J. WINTER & SON
SOLICITORS
21/23 QUEEN VICTORIA STREET
READING, BERKS
RG1 1TE

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF 'BERKSHIRE SPORTS MARKETING LIMITED'

1. Preliminary

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles.
- 1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meaning so defined.
- 1.3 Regulations 41, 59, 64, 73-78, 80 and 94 of Table A do not apply to the Company.

2. Share Capital

- 2.1 The original share capital of the company is £1000 divided into 1,000 ordinary shares of £1 each.
- 2.2 In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'.

3. Lien and forfeiture

- 3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The registration of a transfer of a share shall operate as a waiver of any lien of the company on that share.
- 3.2 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividends or other moneys payable in respect of the forfeited shares'.

4. Alteration of share capital

- 4.1 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.

- 4.2 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

5. Proceedings at general meetings

- 5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- 5.2 On a show of hands or on a poll votes may be given either personally or by proxy.

6. Votes of members

- 6.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.

- 6.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

7. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

8. Disqualification of directors

In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the registered office of the Company'.

9. Retirement of directors

The directors are not subject to retirement by rotation. The final two sentences of regulation 76 of Table A do not apply to the Company.

10. Proceedings of directors

- 10.1 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

- 10.2 Subject to disclosure in accordance with Section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly, or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

11. Dividends

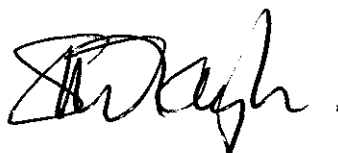
In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'.

Names and addresses of Subscribers

1. David Taylor
43 Chamberlain Gardens
Arborfield
RG2 9QB



2. Sharon Marie Taylor
43 Chamberlain Gardens
Arborfield
RG2 9QB



3. Michael Ellis
15 Regent Court
Norn Hill
Basingstoke
RG21 4HP




Dated this 3rd June 2005

Witness to the above signatures:

Name:

Address:



E. J. WINTER & SON
SOLICITORS
21/23 QUEEN VICTORIA STREET
READING, BERKS
RG1 1TE