

# G

## COMPANIES FORM No. 123

### Notice of increase in nominal capital

# 123

CHFP025

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ]

996804

Name of company

\* insert full name  
of company

\*  
PRIORITY LEISURE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 3 May 2005 the nominal capital of the company has been

increased by £ 249,000 beyond the registered capital of £ 1,000.

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows :

249,000 ordinary shares of £1 each

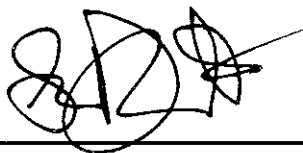
† the copy must be  
printed or in some  
other form approved  
by the registrar

Please tick here if  
continued overleaf

☐

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation ‡ Director

Date 16 May 2005

Presenter's name address and  
reference (if any) :

Slaughter and May (Ref: TRLC)  
One Bunhill Row  
London  
EC1Y 8YY

For official Use  
General Section

Post room



**WRITTEN RESOLUTIONS (THE "RESOLUTIONS")**

**OF**

**PRIORY LEISURE LIMITED (THE "COMPANY")**

The undersigned, being the sole member of the Company, for the time being entitled to receive notice of, attend and vote at general meetings of the Company, hereby passes the following resolutions pursuant to section 381A of the Companies Act 1985 and agrees 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.

**RESOLUTIONS**

1. IT IS RESOLVED THAT the memorandum of association of the Company be amended in the form set forth in Appendix 1 of these Resolutions by the replacement of the existing objects provisions of the Company at paragraph 3 with new objects of the Company.
2. IT IS RESOLVED THAT the articles of association set forth in Appendix 2 of these Resolutions be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.
3. IT IS RESOLVED THAT the authorised share capital of the Company be increased to £250,000 by £249,000 by the creation of 249,000 ordinary shares of £1 each.

Dated this day of 3 May 2005

Signed:



for and on behalf of Country Club Hotels Limited Limited

CE051220034

