

P1 ATTRACTIONS LIMITED ("THE COMPANY")

(UK COMPANY NO. 1284934, FORMERLY KNOWN AS TUSSAUDS ATTRACTIONS LIMITED)

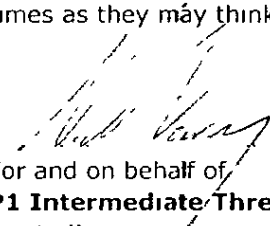
WRITTEN RESOLUTION

We the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to attend and vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the resolutions set out below

1 THAT

1 1 the authorised share capital of the Company be increased from £2,500,200 to £3,000,000 by the creation of 499,800 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company, and

1 2 the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £3,000,000 for a period expiring five years after the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting) but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this article had not expired Without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these articles shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount


For and on behalf of

P1 Intermediate Three Limited (formerly known as Tussauds Intermediate Holdings Limited)

Dated 28 June 2007



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