

Company Number: 1450256

COMPANIES ACTS 1985 - 1989
COMPANY LIMITED BY SHARES

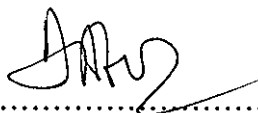
ORDINARY RESOLUTIONS
OF
FIRST CHOICE HOLIDAYS & FLIGHTS LIMITED
PASSED ON
3rd day of June 1996

At an Extraordinary General Meeting of the above named Company duly convened and held at First Choice House, London Road, Crawley, West Sussex RH10 2GX on the 3rd day of June 1996, the following resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

THAT the capital of the Company be and is hereby increased to £75,070,000 by the creation of 750,000,000 Ordinary shares of 10p each to rank pari passu in all respects with the existing Ordinary shares of the Company.

THAT the Directors be and are hereby generally authorised and empowered, for the purposes of S80 Companies at 1985 (as amended) and during the period expiring five years after the date of passing this resolution, to exercise all the powers of the Company under the said S80 to allot relevant securities (as defined in that Act) up to the amount of the authorised capital at the passing of this resolution.



.....
Chairman/Director/Secretary

