

Company No 1456086

FIRST CHOICE RETAIL LIMITED
("the Company")

Resolutions in writing of the Shareholders of the Company
pursuant to Section 381A Companies Act 1985

ORDINARY RESOLUTIONS

1 INCREASE IN SHARE CAPITAL

IT WAS RESOLVED:

THAT the capital of the Company be and is hereby increased from £500,000 to £23,000,000 by the creation of 22,500,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.

2 AUTHORITY TO ALLOT SHARES

IT WAS RESOLVED:

THAT the Directors be and are hereby generally authorised and empowered, for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") and during the period expiring five years after the date of passing this resolution, to exercise all the powers of the Company to allot relevant securities (as defined in that Act) up to the amount of the authorised capital at the passing of this resolution.

Signed.....
David Howell
For and on behalf of Sovereign Tour Operations Limited

Dated: 30 May 2000

