

Company Number : 1476495

The Companies Act 1985

Private Company Limited by Shares

Special Resolutions

Of

GOLF DISCOUNT CENTRE (BLACKPOOL) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at the offices of Horne Brooke Shenton, Chartered Accountants, 21 Counce Street, Blackpool on 1st February 2001 the following **SPECIAL RESOLUTIONS** were duly passed, viz:

RESOLUTIONS

1. THAT the Regulations contained in the document submitted to the Meeting including the following Regulation 2, for the purposes of identification subscribed by the Chairman hereof be and are hereby adopted as Articles of Association of the Company in substitution for all the existing Articles of Association;

SHARE CAPITAL

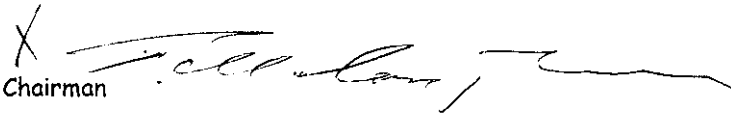
The Share Capital of the Company is £200 divided into:

- 100 "A" Ordinary Shares of £1 each
- 100 "B" Non-Voting Ordinary Shares of £1 each

The Ordinary Shares, the "A" Ordinary Shares, the "B" Non -Voting Ordinary Shares shall rank pari passu in all respects, other than that at the company's meetings the holders of "B" Non -Voting Ordinary Shares have no right to vote.

2. That the existing Articles of Association be amended accordingly.
3. That the Authorised Share Capital be increased as follows:

- 100 "B" Non-Voting Ordinary Shares of £1 each

X 
Chairman

