

THE COMPANIES ACTS 1985 AND 1989
AMERICAN GOLF DISCOUNT CENTRE LIMITED
(Company Number 1720832)

Written resolution
of the members pursuant to Regulation 53 of Table A as embodied in
the Company's articles of association

Pursuant to regulation 53 of Table A to the Companies Act 1985 (the "Act"), which regulation forms part of the Company's articles of association, we, the undersigned, being all of the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings hereby resolve as follows:

As a Special Resolution

That the pre-emption provisions relating to transfers of shares in the Company including but not limited to those set out in article 6 of the Company's articles of association be and are now waived in respect of the purchase by the Company of 175,000 of its own shares from Robert Howard Bilton.

Signed

.....
Howard Wyndham Bilton

Date: 31. 1. 1998

.....
Robert Howard Bilton

Date: 31. 1. 1998

.....
Anthony John Lawton
North

Date: 31. 1. 1998

