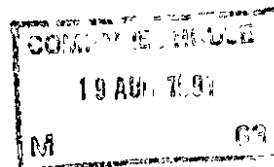


Company Number: 1785753

SPECIAL RESOLUTION

of

BOWNESS LEISURE LIMITED



At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at The Burnside Hotel, Bowness-on-Windermere, Cumbria, on the 28th day of July 1991 the following Resolution was duly passed:

- a) IT WAS RESOLVED that the Company be re-registered as a Public Limited Company.
- b) IT WAS RESOLVED that the Memorandum of Association be and is hereby amended as follows:-
- (i) So that with effect from the date of re-registration as a public limited company it states that the name of the Company is "BOWNESS LEISURE PLC" and
 - (ii) By the insertion immediately after clause 1 thereof of the following clause to be numbered 2 and by re-numbering the subsequent clauses accordingly; "The Company is to be a Public Limited Company".
 - (iii) So that, with effect from the date of re-registration as a public company, the objects set forth in clause 4 of the printed document produced to this meeting and for the purpose of identification marked "M" be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof.
- c) IT WAS RESOLVED that clause 4 of the Memorandum and Articles of Association be re-numbered as clause 5 and subsequent paragraphs re-numbered accordingly.
- "5. The liability of the members is limited".
- d) IT WAS RESOLVED that clause 6 of the Memorandum of Association (previously known as clause 5) be deleted and amended as follows:-
- "6. The Company's share capital is £690,000 divided into 690,000 Ordinary Shares of £1.00 each with power to increase or to divide the shares in the capital of the company for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time subscribe".
- e) IT WAS RESOLVED that the regulations set forth in the printed document produced to this meeting and for the purpose of identification marked "A", be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof, with effect from the date of re-registration of the Company as a public company.

.....  Secretary