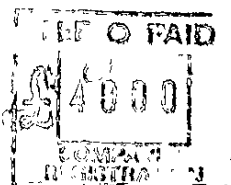


JORDAN & SONS LTD.
JORDAN HOUSE,
47 BRICKSVICK PLACE, LONDON W1 6EE
TEL 01 252 3000
TELEX 30800

THE COMPANIES ACTS 1948 to 1981

Company Number1833365.....

16 10 84



SPECIAL RESOLUTION OF

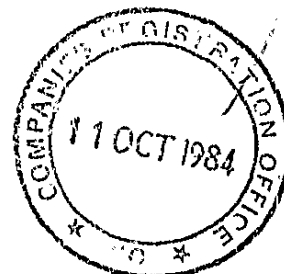
.....FLAMEWHITE..... LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the name of the Company be changed to

MITRE LEISURE LIMITED



Dated this 20th day of September, 1984

Signed*M.R. Counsell*..... (M.R. Counsell)

.....*C.C. Hadler*..... (C.C. Hadler)

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1833365

I hereby certify that

FLAMEWHITE LIMITED

having by special resolution changed its name, is now
incorporated under the name of

MITRE LEISURE LIMITED

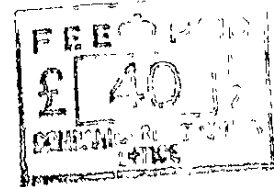
Given under my hand at the Companies Registration Office,
Cardiff the 24TH OCTOBER 1984

A.K. Phillips
MRS. A. K. PHILLIPS

an authorised officer

COMPANY NUMBER : 1833365

SPECIAL RESOLUTION OF



MITRE LEISURE LIMITED

We, the undersigned, Ian Keith Ganney and Richard Laird Johnson being Directors of Leisure Syndicates International plc being the sole member for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

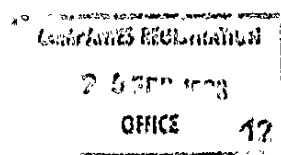
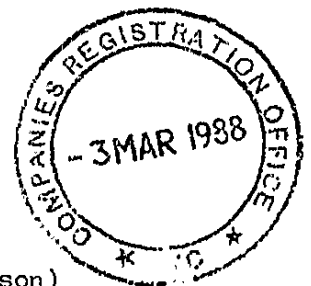
It is resolved:

1. That the name of the Company be changed to
WOODFORD BRIDGE COUNTRY CLUB LIMITED
2. That the capital of the Company be increased from £100 to £500,000 by the creation of 499,900 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
3. That the Directors be and they are hereby generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 22nd day of February, 1988.

Signed *I. K. Ganney* (Ian Keith Ganney)

Signed *Richard Laird Johnson* (Richard Laird Johnson)



Lloyds
83 6681
£40

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1833365

I hereby certify that

MITRE LEISURE LIMITED

having by special resolution changed its name,
is now incorporated under the name of

WOODFORD BRIDGE COUNTRY CLUB LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 14 MARCH 1988

F. A. Joseph.

F. A. JOSEPH

an authorised officer