

40-000-51

COMPANY NUMBER: 1966273

COMPANIES ACTS 1985 - 1989

WRITTEN RESOLUTIONS OF THE MEMBERS

OF

AIR 2000 LIMITED

We the undersigned, being all the members for the time being of AIR 2000 LIMITED, entitled to receive notice of and to attend and vote at General Meetings, HEREBY PASS the following resolutions as ELECTIVE RESOLUTIONS and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a duly convened General Meeting of the Company:

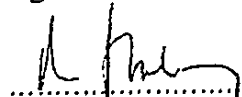
ELECTIVE RESOLUTIONS

THAT the Company hereby elects, pursuant to S366A Companies Act 1985 (as amended), to dispense with the holding of Annual General Meetings

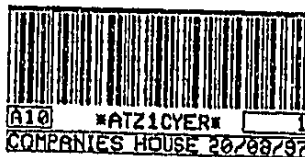
THAT the Company hereby elects, pursuant to S252 Companies Act 1985 (as amended), to dispense with the laying of accounts before the members in General Meeting

THAT the Company hereby elects, pursuant to S386 Companies Act 1985 (as amended), to dispense with the appointment of auditors annually

Signed:

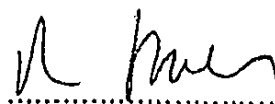


For and on behalf of  
FIRST CHOICE HOLIDAYS PLC



Dated: 11<sup>th</sup> August 1997

CERTIFIED A TRUE COPY OF  
THE ORIGINAL DOCUMENT



REBECCA STARLING - SECRETARY