

TENNIS CLUB MANAGEMENT INTERNATIONAL LIMITED

(Company number 2003730)

(the "Company")

**WRITTEN RESOLUTION OF SHAREHOLDERS IN LIEU OF GENERAL MEETING PASSED
PURSUANT TO REGULATION 53 OF TABLE A WHICH FORMS PART OF THE
COMPANY'S ARTICLES OF ASSOCIATION**

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, resolve that the following resolutions be passed and agree that the same will have effect as if passed as special resolutions at a general meeting duly convened and held

- 1 THAT the Articles of Association of the Company be amended by adding the following as a new Article 6 a

"Registration of shares

6 a Notwithstanding anything contained in these Articles

- i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- ii) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- iii) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "



For **DAVID LLOYD LEISURE LIMITED**

Dated. 2/3/07

FRIDAY



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17/08/2007
COMPANIES HOUSE