

No of Company: 2357146

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to S378(2) of the Companies Act 1985)

OF

L.A. Fitness plc

Passed 7th February 1997

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on the 7th day of February 1997, the subjoined SPECIAL RESOLUTION was duly passed viz.:-

RESOLUTION

"That the Articles of Association of the Company be and is hereby altered by deleting the existing article 101 thereof and substituting therefor the following article:

BORROWING POWERS

101. Subject and to the provisions of the Statutes, the Board may exercise all the powers of the Company to borrow money, to give guarantees and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party."

Director

