

Company Number : 2464159

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INVICTA LEISURE LIMITED (the Company)

(passed on 19<sup>TH</sup> JANUARY 2004)

We, the sole member of the Company who have signed below, being the holder of all the issued share capital of the Company, pass the following resolutions *as a special resolution*:

1. **THAT** the Company's Articles of Association be amended by the addition of the following Article as new Article 24 to be inserted immediately after Article 23:

"24. Notwithstanding anything contained in these Articles, a director may validly participate in a meeting of the directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors although fewer than two directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

*N. D. Williams*  
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For and on behalf of

Date 19<sup>th</sup> January, 2004

HEALTH & FITNESS HOLDINGS LIMITED

