

Company Number: 2464159


Director/Secretary

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
INVICTA LEISURE LIMITED
(the "Company")
(Passed on 13 July 2007)

SATURDAY



We, the undersigned, being the members of the Company for the time being entitled to receive notice of, and attend and vote at, a general meeting of the Company, hereby resolve in accordance with Section 381A of the Companies Act 1985, by way of written resolution, that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting of the Company duly convened and held

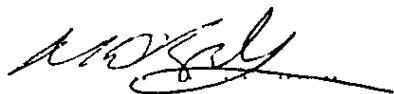
THAT the Company's Articles of Association be amended by the addition of the following article, to be inserted immediately after the last Article in the Company's Articles of Association

"OVERRIDING PROVISIONS

Notwithstanding any other provisions of the articles of association of the Company

- (a) There shall be no maximum number of directors
- (b) For so long as Esporta Group Limited ("EGL") is a holding company of the Company the holder(s) of a majority of the voting rights attaching to the issued share capital of EGL
 - (i) shall have the right to appoint such person or persons as they may nominate as a director or company secretary of the Company (in the case of the company secretary in substitution for any existing company secretary), such appointment(s) to take effect upon the depositing of a notice in writing at the Company's registered office specifying the relevant appointment(s),
 - (ii) may nominate by notice in writing to the Company from time to time the Chairman of the Company and at any meetings of the directors or committee of the directors at which such person (or his deputy or alternate) is present, he or she shall be the chairman of the meeting and in the event of an equality of votes, shall have a second or casting vote, and
 - (iii) shall have the right to remove any director or company secretary of the Company, such removal to take effect upon the depositing of a notice in writing at the Company's registered office specifying the relevant director(s) and/or secretary who are removed

- (c) For the purposes of this article a notice in writing will be treated as deposited at the registered office on the receipt by a director or the company secretary of a copy of the notice transmitted by facsimile or by electronic mail
- (d) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director " "

A handwritten signature in black ink, appearing to be 'M. J. Kelly', written over a horizontal line.

For and on behalf of

HEALTH AND FITNESS HOLDINGS LIMITED