

Company No. 02464159

THE COMPANIES ACT 2006

LIMITED COMPANY HAVING A SHARE CAPITAL

RESOLUTION IN WRITING

of

INVICTA LEISURE LIMITED

(the "Company")

We, being the sole member who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

1. THAT, with effect from 21 July 2011 or such later time and date on which the sale and purchase of the shares in the Company is completed in accordance with the agreement dated 7 July 2011 between New Esporta Holding Limited, BL Leisure (2011) Limited and The British Land Company PLC, the Company change its name to BL HC Invicta Leisure Limited.

Signed _____

Print name:

For and on behalf of **Health and Fitness Holdings Limited¹**

Dated:

21 July 2011

THURSDAY



L530BWL9

LD7

11/08/2011

71

COMPANIES HOUSE

¹ Name to be changed by written resolution to BL HC Health And Fitness Holdings Limited

Notes:

1. The circulation date of this resolution is 21 July 2011. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company.
3. This resolution must be passed within 28 days of the date of its circulation. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2464159

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

INVICTA LEISURE LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

BL HC INVIC LEISURE LIMITED

Given at Companies House on **15th August 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES