

11-07-95

23/06 '95 14:58

001132450412

WALKER MORRIS

003

Company Number 02501443

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

RESOLUTION OF

h
~~ARTFRESH LIMITED~~
~~SUPERBREAK-MINI HOLIDAYS GROUP LIMITED~~
("the Company")

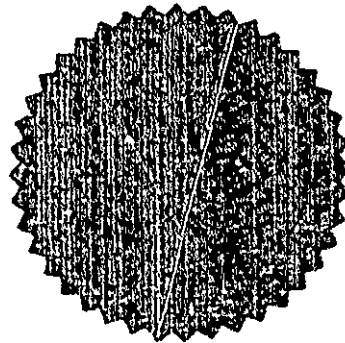
We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, signify our consent to the passing of the resolutions set out below as elective resolutions and these resolutions are deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

1. That the Company elects in accordance with the provisions of section 379 A and section 366 A of the Companies Act 1985 (as amended by the Companies Act 1989) to dispense with the requirement to hold an annual general meeting of the Company in this year.
2. That the Company elects in accordance with section 379 A and section 252 of the Companies Act 1985 (as amended by the Companies Act 1989) that the directors in respect of this year shall not, and shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts, the directors' report and the auditors' report on those accounts.

Signed *[Signature]*
For and on behalf of Spread Trustee
Company Limited as trustee of the
C J Dunn Personal Settlement

Dated *24/6/95*



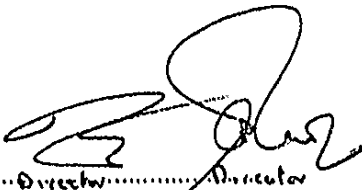
11-07-95

23/08 '95 14:58


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WALKER MORRIS


004

Signed  Director
For and on behalf of Spread Trustee
Company Limited as trustee of the
S M R Hope Personal Settlement


Dated 26/6/95

Signed  Director
For and on behalf of Spread Trustee
Company Limited as trustee of the
G F Miller Personal Settlement

Dated 26/6/95

Signed  Director
For and on behalf of Spread Trustee
Company Limited as trustee of the
M C Wray Personal Settlement

Dated 26/6/95

Signed  Director
For and on behalf of Spread Trustee
Company Limited as trustees of the
N P Cust Personal Settlement

Dated 26/6/95

Signed
Barclays Industrial Development Limited

Dated

Signed
Barclays Private Bank and Trust Limited

Dated

11-07-95

23/06 '95 14:59

001132450412

WALKER MORRIS

005

Signed
CIN Venture Nominees Limited

Dated

Signed
CIN Investors Nominees Limited

Dated

Signed
Railway Pension Venture Capital Limited

Dated

Signed
Barclays Venture Nominees Limited

Dated

WE, being auditors of the above Company hereby confirm pursuant to section 381 B of the Companies Act 1985 (as amended by the Companies Act 1989) that in our opinion the resolutions set out above, although they concern us as auditors do not need to be considered by the Company in a general meeting.

Signed

Dated

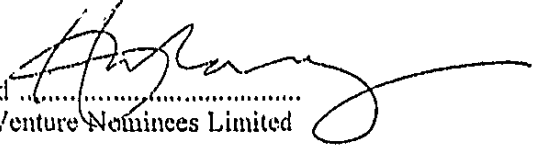
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23/06 '95 15:20

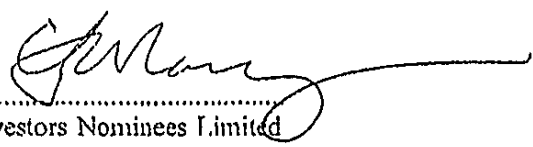
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WALKER MORRIS

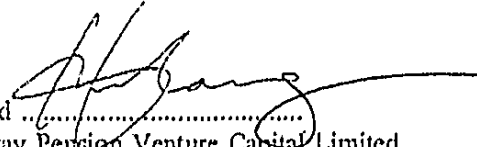
0004

Signed 
CIN Venture Nominees Limited

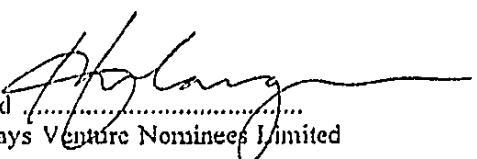
Dated 26/8/95

Signed 
CIN Investors Nominees Limited

Dated 26/6/95

Signed 
Railway Pension Venture Capital Limited

Dated 26/6/95

Signed 
Barclays Venture Nominees Limited

Dated 26/6/95

WE, being auditors of the above Company hereby confirm pursuant to section 381 B of the Companies Act 1985 (as amended by the Companies Act 1989) that in our opinion the resolutions set out above, although they concern us as auditors do not need to be considered by the Company in a general meeting.

Signed

Dated

11-07-95

20700 80 10102

201132409412

WALKER MORRIS

0004

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
S M R Hope Personal Settlement

Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
G F Miller Personal Settlement

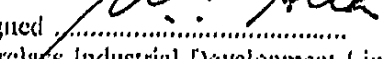
Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
M C Wray Personal Settlement

Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustees of the
N P Cust Personal Settlement

Dated

Signed 
Barclays Industrial Development Limited

Dated

Signed
Barclays Private Bank and Trust Limited

Dated

11-07-95

23 '06 '05 15:12

001132450412

WALKER NORRIS

0005

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
S M R Hope Personal Settlement

Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
G F Miller Personal Settlement

Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustee of the
M C Wray Personal Settlement

Dated

Signed
For and on behalf of Spread Trustee
Company Limited as trustees of the
N P Cust Personal Settlement

Dated

Signed
Barclays Industrial Development Limited

Dated

Signed 
Barclays Private Bank and Trust Limited

Dated 28.6.95