

THE COMPANIES ACTS 1985 to 1989

WRITTEN RESOLUTIONS

OF

THE "B" SHAREHOLDERS OF

Oriel Leisure Limited

(the "Company")

(Passed in accordance with  
article 8 of the articles of  
association of the Company)

We, being the members holding all the issued "B" ordinary shares of 1p in the capital of the Company ("B" Ordinary Shares") and being the only members who at the date hereof would be entitled to attend and vote at a class meeting of the "B" shareholders of the Company hereby RESOLVE as follows:

SPECIAL RESOLUTIONS

1. That the existing articles of association of the Company shall be amended as set out below:

- (a) there shall be no restriction on the transfer of any share (of whatever class) or of any interest in any share (of whatever class) and any provision in any article the effect of which is to restrict or prohibit the free transfer of any shares or any interest in any shares shall be and are hereby deleted and for the avoidance of doubt during the period that any shares in the capital of the Company are for the time being mortgaged, charged or otherwise encumbered to The Royal Bank of Scotland plc (as agent and trustee) or any other lender to the Company (each a "Chargee") (the "Security Shares") no provision of any of the existing articles of association of the Company shall in any way prejudice the transfer (the "Transfer") and subsequent registration with the Company of all or any whole part of the Security Shares whether in the name of a Chargee or its nominee or any transferee of a Chargee or such nominee and any pre-emption rights or directors' rights to refuse registration of a transfer of shares which but for this resolution would affect a Transfer shall be disapplied in respect of any Transfer.";

- (b) article 15.(1) be deleted and replaced by the following:


"The quorum for a meeting of the directors shall be any one director and the first sentence of regulation 89 of Table A shall not apply."

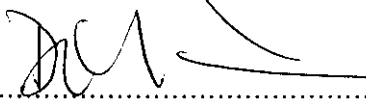


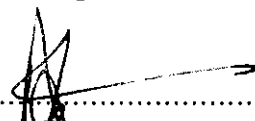
- (c) the words "approved by a majority of the other directors" after the word "person" and before the words "to act" shall be deleted from article 11.(1);
- (d) the following article shall be inserted as a new article 10.(5):

"10.(5) A director who is in any way interested in a contract or a proposed contract with the Company (whether directly or indirectly) must declare the nature of his interest at any meeting of the directors or of a committee of the directors at which such contract or proposed contract is to be discussed, or otherwise by notice to the directors in accordance with the provisions of the Act. Having made such disclosure a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present or deemed to be present at the meeting of the directors or, if relevant, the committee of the directors and Regulation 94 of Table A shall not apply.";

2. That save as set out above the existing articles of association shall continue in full force and effect.

  
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Michael Brooker      Alfred Brooker

  
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Dennis Bingham

  
.....  
Andrew Parry

Dated: 15/11/2000

Presented by:  
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Ref: RGP/JPW