

Company Number: 2678884

THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-OF-

CERTIFIED A TRUE COPY
OF THE ORIGINAL
TITMUSS SAINER DECHERT
7th February 1997

CITY CENTRE LEISURE (SEVERN) LIMITED (the "Company")

At an Extraordinary General Meeting of the Company duly convened and held at
Carolyn House, Dingwall Road on the *7th* day of *January* 1997
the following Resolutions were duly passed:

SPECIAL RESOLUTION

1. THAT Article 6(a) of the Articles of Association of the Company be amended so as to disapply the pre-emption rights set out in Article 6 in relation to the transfer of 1 share from R. M. Bottomley to City Centre Leisure (Holdings) Limited.

ORDINARY RESOLUTION

2. THAT the proposed transfer of the one share from Roger Bottomley to City Centre Leisure (Holdings) Limited is hereby approved pursuant to section 320 of the Companies Act 1985.

Dated:

7th January 1997

R M Bottomley

CHAIRMAN

