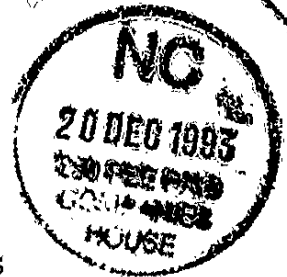


No. 2808887

20/12 JCD



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING OF THE MEMBERS

OF

NEEJAM 148 LIMITED

Pursuant to Clause 53 Table A Companies (Tables A-F) Regulations 1985 the following Special Resolution in Writing was passed on 15th December 1993.

SPECIAL RESOLUTION

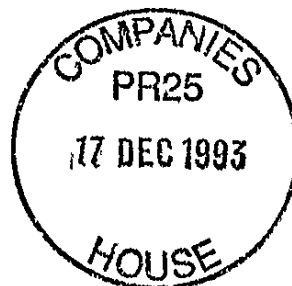
"THAT the name of the Company be changed to Menorca Leisure Limited"

.....
[Signature]

Director, for and on behalf of
Windsor House Nominees Limited

Director and Shareholder

K3L1431YR.ds



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2808887

I hereby certify that

NEEJAM 148 LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MENORCA LEISURE LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 DECEMBER 1993


M.P. L. PARRY

an authorised officer