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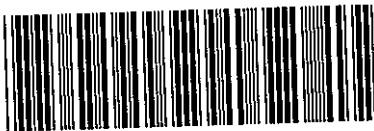
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2978673

The Registrar of Companies for England and Wales hereby certifies that
M&R 617 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
A&R LEISURE LIMITED

Given at Companies House, Cardiff, the 27th April 1995



C02978673Q

M. Lewis
M. LEWIS

For the Registrar of Companies

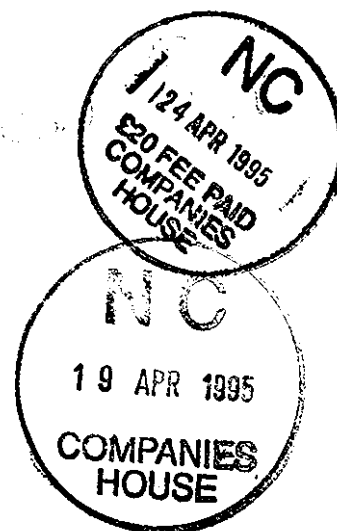


C O M P A N I E S H O U S E

HC006B

Company number: 2978673

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
NOTICE OF SPECIAL RESOLUTIONS
-of-
M&R 617 LIMITED



The following Resolutions were duly passed at an Extraordinary General Meeting of the Company held at Francis House, 112 Hills Road, Cambridge, CB2 1PH on 5th April 1995 as Ordinary and Special Resolutions respectively.

ORDINARY RESOLUTIONS

1. THAT the proposed purchase of shares in Solar Bowl (Holdings) Limited held by Robert George Wells and Andrew Michael Green pursuant to the draft agreement attached to this notice be approved as a substantial property transaction involving directors pursuant to section 320(1) Companies Act 1985.
2. That, subject to the passing of the Special Resolution set out in this notice as Special Resolution 3, the capital of the Company be increased to £53,461.60 by the addition thereto of £52,461.60 and that the entire capital as so increased be subdivided into shares of 10p each divided into 20,770 'A' Ordinary Shares of 10p each, 1730 'B' Ordinary Shares of 10p each 12,116 Cumulative Participating Preferred Ordinary Shares of 10p each and 500,000 Cumulative Redeemable Preference Shares of 10p each, the original authorised capital being designated as "A" Ordinary Shares.

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed from M&R 617 Limited to "A&R Leisure Limited".
2. THAT sub-clause 3(a)(i) in the Company's Memorandum of Association be deleted and that the following new sub-clause 3(a)(i) be substituted therefor.



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3(a)(i) To carry on business as a holding and investment Company and to co-ordinate the policy and administration of any subsidiary companies and any companies of which this Company is a member or which are in any manner controlled by this Company.

3. That the new Articles of Association in the form produced to the meeting and for the purposes of identification initialed by the Chairman be adopted in substitution for and to the exclusion of the existing Articles of Association.
4. That with effect from the time of the passing of this resolution the directors be and are hereby unconditionally authorised pursuant to section 80 Companies 1985 ("the Act") to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum of £53,459.60 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before expiry of this authority.
5. That pursuant to section 95 Companies Act 1985 the provisions of section 89(1) of the Act shall not apply to the allotment of any shares which at the time of the passing of this resolution the directors proposed to allot provided that such allotment is made within one month of the passing of this resolution and is limited to securities to an aggregate nominal amount of £53,459.60.

.....
Director

Date: 5th April 1995