

Company No: 3124442

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

FLYING COLOURS LEISURE GROUP LIMITED

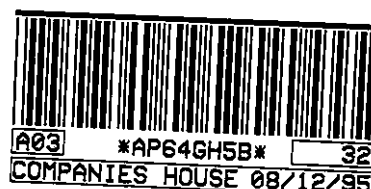
At an Extraordinary General Meeting of the Company duly convened and held on 24 November 1995 at 50 Stratton Street London W1X 6NX the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:-

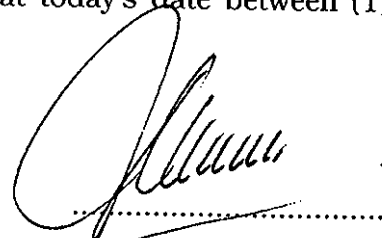
- (a) the authorised share capital of the Company be increased from £100,000 to £6,042,866.10 by the creation of 350,000 Ordinary Shares of £1 each, 1,631,404 Convertible Participating Preferred Ordinary Shares of £1 each, 10,000,000 Cumulative Redeemable "A" Preference Shares of 10p each and 29,614,621 Cumulative Redeemable "B" Preference Shares of 10p each, each having the rights set out in the new Articles of Association adopted under sub-paragraph (b) below;
- (b) the Articles of Association in the form of the draft produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company;
- (c) the Directors be authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £6,042,864.10, in the form of up to 449,998 Ordinary Shares of £1 each, up to 1,464,892 Convertible Participating Preferred Ordinary Shares of £1 each, up to 10,000,000 Cumulative Redeemable "A" Preference Shares of 10p each and up to 29,614,621 Cumulative Redeemable "B" Preference Shares of 10p each in accordance with the Subscription Agreement in relation to the Company dated 24th November 1995 and to issue

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warrants pursuant to a warrant instrument of the same date and to allot up to 166,512 Convertible Participating Preferred Ordinary Shares of £1 each pursuant to such instrument, for a period expiring on the date of the fifth anniversary of the passing of this Resolution (or pursuant to an agreement entered into before such date);

- (e) Section 89(1) of the Act shall not apply to the allotment of equity securities (within the meaning of Section 94(2) of the Act) pursuant to the authority conferred by subparagraph (c) above; and
- (d) the Company be authorised to purchase shares in Elvington Limited owned by Jeremy Muller and persons connected to Jeremy Muller in exchange for shares in the Company in accordance with an agreement at today's date between (1) J H Muller and others and (2) the Company.



Chairman