

Company Number : 3127502

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

LEISURE PARCS LIMITED

At an Extraordinary General Meeting of the Company held at 110 Cannon Street, London EC4N 6AR on 31 July 1996 at 4.15 pm the following resolutions were passed as elective resolutions (in the case of resolutions 1 to 4 inclusive), as an ordinary resolution (in the case of resolution 5) and as a special resolution (in the case of resolution 6) :-

ELECTIVE RESOLUTIONS

1. THAT pursuant to Section 80A of the Companies Act 1985 (as amended) the Company hereby elects that the provisions of that Section shall apply (instead of the provisions of Section 80(4) and (5) of the said Act) in relation to the giving of any authority under the said Section 80.
2. THAT pursuant to Section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the financial year ending 31 March 1997 and subsequent financial years until this election is revoked.
3. THAT pursuant to Section 366A of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of annual general meetings in 1996 and in subsequent years until this election is revoked.
4. THAT pursuant to Section 386 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION


5. THAT pursuant to Section 80A of the Companies Act 1985 (as amended) the directors be generally and unconditionally authorised to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to an aggregate



nominal amount equal to the unallotted shares capital of the Company as at the date of passing of this resolution for an indefinite period and this authority shall take effect in substitution for all existing authorities under the said Section 80.

SPECIAL RESOLUTION

6. THAT pursuant to Section 250 of the Companies Act 1985 (as amended) the Company, having been dormant from the time of its formation, shall be exempt from the provisions of Part VII of the said Act relating to the audit of accounts.


CHAIRMAN OF THE MEETING

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