

22 - 09 - 98

Company Number: 3127502



The Companies Acts 1985
Company Limited by Shares
Ordinary and Special Resolutions
of
LEISURE PARCS LIMITED

At an Extraordinary General Meeting of Leisure Parcs Limited held on 1 September 1998 the following resolutions were passed as Ordinary or Special Resolutions as appropriate:

ORDINARY RESOLUTION

- "(A) THAT the authorised share capital of the Company be and is hereby increased from £100 to £1,000,000 by the creation of an addition 999,900 Ordinary Shares of £1 each, each ranking *pari passu* in all respects with the existing Ordinary Shares of £1 each in the capital of the Company;

SPECIAL RESOLUTIONS

- (B) THAT the Directors of the Company be and they are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, grant options, rights of subscription or conversion over or otherwise dispose of any unissued shares in the Company to such persons (whether existing Members or not) at such times and on such terms and conditions as they think proper provided that the authority hereby granted to the Directors of the Company:
- (i) shall not permit the Directors of the Company to allot, grant options, rights of subscription or conversion over or otherwise dispose of shares in the Company to an amount of more than the unissued share capital of the Company from time to time during the currency of this authority;
 - (ii) shall expire:
 - (a) five years from the date of this Resolution, or
 - (b) (if this authority is renewed or varied by the Company in General Meeting) on the date specified in the Resolution on which the renewed or varied authority shall expire;

- (iii) may be renewed, revoked or varied at any time by the Company in General Meeting; and
 - (iv) shall entitle the Directors of the Company to make at any time before the expiry of this authority any offer or agreement which will or may require shares to be allotted after the expiry of this authority.
- (C) THAT, in accordance with Section 95(1)(a) of the Companies Act 1985, Section 89(1) of the Companies Act 1985 shall not apply to the allotment of any shares in the capital of the Company comprised in the authority given to the Directors of the Company pursuant to Resolution (B) above.
- (D) THAT the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting the existing sub-clause (a) of clause (3) of the said Memorandum in its entirety and by substituting therefor the following new sub-clause:-
- "(a) to co-ordinate the finances, administration and activities of any trading company or companies that is, are, or may hereafter be a subsidiary or associated with the Company.
 - (b) to invest the capital and other monies of the Company in the purchase, or to lend the same upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind, issued or guaranteed by any company, corporation or undertaking of whatever nature, constituted or carrying on business in the United Kingdom or Great Britain."
- (E) THAT the Articles of Association contained in the printed document annexed hereto and signed by a Director for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company."

SIGNED

Kathryn Reist
CHAIRMAN