

Company Number: 03190720

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

AUDLEY TRAVEL GROUP LIMITED

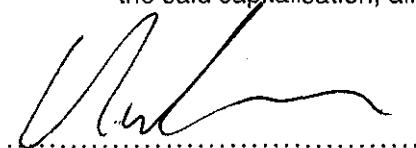
Passed on 29th September 2006

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolution in writing pursuant to Article 3.1 of the Company's Articles of Association and agree that such resolution shall for all purposes be as valid and have effect as an ordinary resolution as if the same had been passed at a general meeting of the Company duly convened and held:-

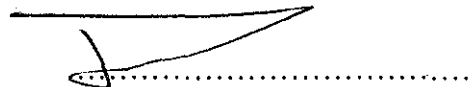
WRITTEN RESOLUTION

1 ORDINARY RESOLUTION

- 1.1 THAT upon the recommendation of the directors, it is desirable to capitalise the sum of £31,000 being part of the amount standing to the credit of the Company's revenue reserves and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at the close of business on the business day immediately proceeding today's date and to apply such sum in paying up in full at par on behalf of such holders 310,000 ordinary 'E' shares of £0.10 each and that such shares be allotted and distributed credited as fully paid to and among the said holders and that fractions of a share be disregarded so that the directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.



CRAIG BURKINSHAW



JOHN BREWER