

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3337885

The Registrar of Companies for England and Wales hereby certifies that
FINLAW SEVENTY-NINE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LEISURE PARK MANAGEMENT (GUILDFORD) LIMITED

Given at Companies House, Cardiff, the 16th May 1997



C03337885F


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

THE COMPANIES ACTS
1985 AND 1989

WRITTEN RESOLUTION
of
THE MEMBERS
of
FINLAW SEVENTY-NINE LIMITED



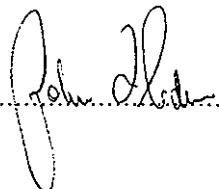
Dated 7 May 1997

We, the undersigned, being all of the members of the above-named company for the time being entitled to receive notice of, and to attend and vote at, general meetings of the Company, hereby unanimously pass the following resolution pursuant to Article 53 of the Company's Articles of Association and agree that the said resolution shall be for all purposes as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the Company's name be changed to LEISURE PARK MANAGEMENT (GUILDFORD) LIMITED


.....
JONATHAN CANTOR


.....
JOHN D'ARDENNE

