

16-04-97

3338073

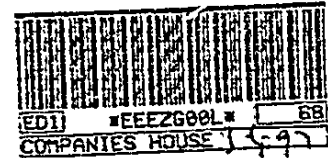
THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARE

RESOLUTION

of

FINLAW SEVENTY-THREE LIMITED



PASSED the 2 day of April 1997

At an Extraordinary General Meeting of the Company duly convened and held on the 2 day of April 1997 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION


1 THAT:-

- (a) the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all or any of the powers of the Company to allot relevant securities as defined in the said Section 80 up to an aggregate nominal amount of £998 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next annual general meeting of the Company after the date of the passing of this resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
- (b) the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94(2) of the Companies Act 1985) for cash pursuant to the authority contained in paragraph (a) of this resolution as if Section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power should be limited to:-
 - (i) the allotment of equity securities in connection with a rights issue (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or relevant legal or regulatory requirements) in favour of ordinary shareholders at such record date or dates as the directors may determine where the equity securities attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the number of shares held by them at the record date or dates;
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £998;

and shall expire unless previously renewed, varied or revoked on the date of the next annual general meeting of the Company after the date of the passing of this resolution save that the Company may before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

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(c) the name of the Company be changed to "MWB Leisure (Guildford) Limited",


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CHAIRMAN

Company No : 3338073