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COMPANIES FORM No. 128(3)

Statement of particulars of variation of rights attached to shares

128(3)

CHA 116

Please do not write in this margin

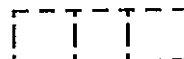
Pursuant to section 128(3) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3343095

Name of Company

* CRYSTAL INTERNATIONAL TRAVEL GROUP LIMITED

* insert full name of company

On 11 SEPTEMBER 1998 the rights attached to

§ insert date

Number of Shares	Class(es) of share
944,064	1p PREFERRED ORDINARY SHARES

were varied as set out below (otherwise than by amendment of the company's memorandum or articles or by any resolution or agreement to which section 380 of the above Act applies)

In accordance with the Company's Articles of Association, 570,807 of the 1p Preferred Ordinary Shares were converted into 570,807 1p 'A' Ordinary Shares, (having the same rights attached to them as the existing 'A' Ordinary Shares), and 373,277 of the 1p Preferred Ordinary Shares were converted into 373,277 1p Deferred Shares.

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

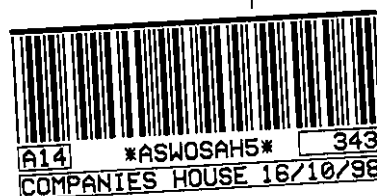
Designation † SECRETARY

Date 21/9/98

Presentor's name address and reference (if any):

Simmons & Simmons
21 Wilson Street
London
EC2M 2TXFor official use
General Section

Post room

DX: 12 London
5/W06462/BCP D5/371656

Notes

The address for companies registered in England and Wales or Wales is:

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ