

3381595

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

Leachman Ltd.

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 18th day of June, 1997 the following SPECIAL RESOLUTION was duly passed.

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from Clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the Appendix attached hereto.

(Signed):

Secretary

Presented By:

Reichmann & Wing Limited
Regis House
134 Percival Road
Enfield
Middlesex EN1 1QU



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

LOOKFRESH LIMITED

1. The name of the Company is:-

LOOKFRESH LIMITED

2. The Registered Office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:-

(a) To carry on all or any of the following businesses; proprietors, managers, teachers, franchisers and operators of health clubs, aerobic, ballet, dance, physical culture, exercise, film, recording, television and other studios, clubs, classes, theatres, cinemas, cafes, restaurants and all other places of entertainment, accommodation and refreshment; proprietors and managers of leisure and sports centres, billiards, pool and snooker halls, bingo halls, casinos, bowling galleries, gaming rooms, ball-rooms, cabarets, gardens, farms, fairs, arcades, golf courses, tennis courts, swimming baths, studios, sporting, social and other clubs; designers, installers, manufacturers, repairers, factors, agents, distributors, importers, exporters, hirers out and wholesale and retail dealers (whether on an agency, contract, direct selling or other basis howsoever) of bathroom units and suites, sunbeds, saunas, jacuzzi, turkish baths, powered showers and all equipment, appliances and aids required for or useable in connection with the physical culture, care or treatment of the human body, and all businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.