

Company No: 03446630

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

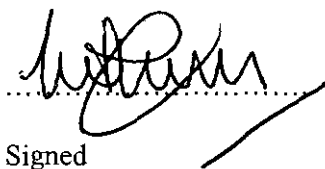
**THE REAL LIVE LEISURE COMPANY LIMITED ("Company")**

We, the undersigned, being the sole member of the Company entitled to receive notice of, attend and vote at general meetings of the Company hereby, pursuant to the articles of association, pass the following resolution and agree that it shall have effect as if passed at a general meeting of the company duly convened and held:

THAT the articles of association be altered by the addition of a new Article 6A as follows:

"6A Notwithstanding anything contained in the Articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution), nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are so charged or mortgaged shall be conclusive evidence of such facts and, notwithstanding any provision to the contrary in these articles or elsewhere, any such transfer of shares pursuant to this Article shall be free from any rights of pre-emption."

26 August 2003



Signed  
duly authorised by and on behalf of  
REAL LIVE LEISURE HOLDINGS LIMITED

