

Registered no. 3580188

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**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES**

**LEISURE PARKS (GENERAL PARTNER II) LIMITED
(the "Company")**

WRITTEN RESOLUTION



In accordance with the Company's articles of association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), we, the undersigned, being the holders of the entire issued share capital of the above Company, who, at the date of this resolution, would have been entitled to vote upon it as if it had been proposed at a general meeting of the Company at which we were present, **RESOLVE** to pass the following resolution as a written resolution.

THAT:

Having reviewed the current articles of association of the Company which are attached to this written resolution, the following amendments to them be made:

- 1 Articles 5.6 shall be deleted.
- 2 The first sentence of Article 7.1 shall be deleted and replaced with the following:

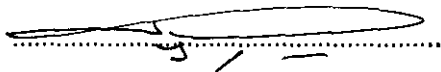
"The Directors shall be not less than one nor more than ten in number."
- 3 Article 7.5 shall be deleted and replaced with the following:

"Any director may participate in a meeting of the Board by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting."
- 4 The second sentence of Article 7.6 shall be deleted.
- 5 The first sentence of article 7.7 shall be deleted and replaced with the following:

"The quorum for the transaction of the business of the directors shall be any two directors."

This written resolution will come into effect on the date below.

Signed by

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

for an on behalf of **X-LEISURE (GENERAL PARTNER) LIMITED**

Date: 4 March 2005