

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS
PASSED AS WRITTEN RESOLUTIONS

OF

FIRST CHOICE RETAIL (MANAGEMENT SERVICES) LIMITED

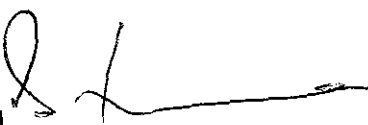


We, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY ELECT:

- 1 pursuant to Section 252 of the Act, to dispense with the laying of Report and Accounts before the Company in general meeting;
- 2 pursuant to Section 366(A) of the Act, to dispense with the holding of Annual General Meetings; and
- 3 pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

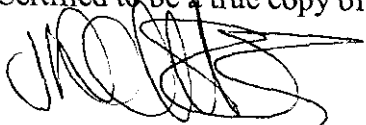
The Company RESOLVES:

THAT for as long as the elective resolution to dispense with the obligation to appoint auditors annually shall remain in effect the directors of the Company be and they are hereby authorised to fix the remuneration of the auditors.

Signed 
David Howell
Corporate Representative of First Choice Holidays PLC

Date 22.12.00

Certified to be a true copy of the original


Joyce Walter
Company Secretary