

Company Number : 3741747

IN THE COMPANIES ACTS 1985 to 1989

HERITAGE ATTRACTIONS LIMITED

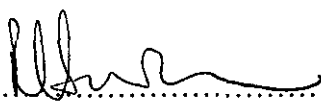
WRITTEN RESOLUTION

WE, the undersigned, being the sole Member of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, make the following resolution which shall take effect as a special resolution, and which shall pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolution of Private Companies) Order 1996), for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

- (A) That the authorised share capital of the Company be and is hereby increased by the creation of 9,999,900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
- (B) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of the Company's shares to such persons, on such terms and in such manner as they think fit, up to the total unissued share capital of £9,999,998 at any time during the period of five years from the date hereof.

DATED: 31 January 2000


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For and on behalf of
HERITAGE GREAT BRITAIN PLC

