

COMPANY NUMBER: 3864158

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF




PREMIER DAWN (EBT) LIMITED

Passed on 12 March 2003

Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended), we the undersigned being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as written resolutions which resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTIONS

1. That in accordance with section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
2. That in accordance with section 366a of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings.
3. That in accordance with section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.


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for and on behalf of Parkdean Holidays Plc

12 March 2003