

Company number  
3920523

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**CENTER PARCS LONGLEAT LIMITED**

The sole member of the company passes the following resolutions:

1. That the following new clause 3.20A shall be included after clause 3.20 in the memorandum of association of the Company:

"to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;"

2. That the following new article 19A shall be included after article 19 of the articles of association of the Company.

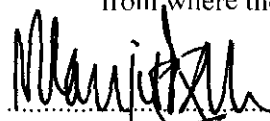
"A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 19.

A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates."

  
For Carp (UK) Limited

Date: 26th August, 2001

