

Company Number 4166295

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

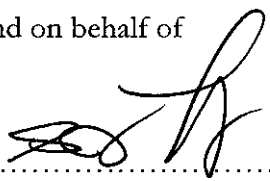
Written Resolutions of the Holders of all the Ordinary Shares in the Share Capital of
GB HOLIDAY PARKS (HOLDINGS) LIMITED (the "Company")
Pursuant to Article 53 of the Articles of Association of the Company

Dated this 4th day of November 2004.

We, the undersigned, being the members of the Company and the holder of the issued Ordinary Shares of the Company of £1 each who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company, **HEREBY PASS** the following written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been resolved upon as a special resolution in a general meeting of the Company duly convened and held:-

That the regulations contained in the document attached to this resolution as Exhibit A be and are hereby approved and adopted as the Articles of Association of the Company in substitution or and to the exclusion of all existing articles of association thereof.

For and on behalf of

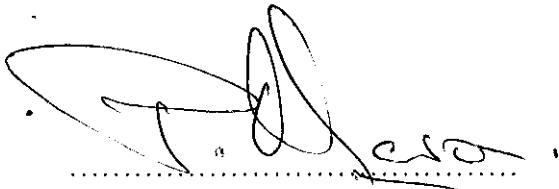

.....
GAVIN PAUL BRIGGS by his duly authorised attorney


.....
ANTHONY NORMAN CLISH by his duly authorised attorney


.....
STEPHEN JOHN LAST


.....
PATRICIA ANN MASON
(Pursuant to a power of attorney dated 1 November 2004)





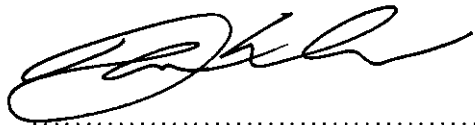
PHILIP MASON



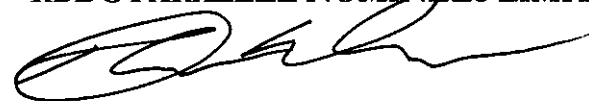
RBDC ADMINISTRATOR LIMITED



RBDC PARALLEL VENTURES LIMITED PARTNERSHIP



RBDC PARALLEL NOMINEES LIMITED



ROYAL BANK INVESTMENTS LIMITED



ROBERT SWINHOE

(Pursuant to a power of attorney dated 1 October 2004)

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GB HOLIDAY PARKS (HOLDINGS) LIMITED

(the "Company")

(as adopted by a special resolution passed on November 2004)

(Company Number: 04166295)

PRELIMINARY

1. In these articles "**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 and the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and the "**Parent**" means the corporation (if any) which is the holder of a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to vote at general meetings of the Company.
2. The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company. References herein to "**Regulations**" are to regulations of Table A.
3. Regulations 3, 24-26 inclusive, 65-67 inclusive, 73-81 inclusive, 89, 90, 118 and the last sentence of Regulation 84 shall not apply.

SHARE CAPITAL

4. Subject to the provisions of the Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company, before the issue of the shares, by special resolution shall determine.
5. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of Article 7.

TRANSFER OF SHARES

6. The directors shall register the transfer by the Parent of any share in the Company and, if directed by the Parent, the transfer by any other person of any share in the Company.
7. Notwithstanding anything contained in these Articles:
 - (a) any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to, and
 - (b) the Directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (i) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or
 - (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
 - (iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article 7 shall be conclusive evidence of such facts.

NOTICE OF GENERAL MEETINGS

8. In every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member. All notices and other communications relating to a general meeting which any member is entitled to receive shall also be sent to the auditors of the Company for the time being, but shall not also be sent to the directors of the Company in their capacity as such. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

SOLE MEMBER

10. If and for so long as the Company has only one member:
- (a) in relation to a general meeting, the sole member or a proxy for that member is or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A and Article 9 hereof shall be modified accordingly;
 - (b) a proxy for the sole member may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly;
 - (c) the sole member may agree that any general meeting be called by shorter notice than that provided for by the articles; and

all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

VOTES OF MEMBERS

11. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be handed to the chairman immediately before the meeting and Regulation 62 shall be modified accordingly.

NUMBER OF DIRECTORS

12. Unless otherwise determined by ordinary resolution of the Company, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be two.

ALTERNATE DIRECTORS

13. Any director (other than an alternate director) may appoint any other director or any other person approved by the Parent and willing to act to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.
14. An alternate director shall be entitled:
- (a) to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member and to attend any such meeting;
 - (b) to one vote for every director whom he represents who is not personally present in addition to his own vote (if any) as a director at any meeting of the directors or of any committee of directors; and

- (c) to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director.

An alternate director who is absent from the United Kingdom shall be entitled to receive notices of meetings of directors and of committees of which his appointor is a member and Regulation 65 shall be modified accordingly. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.

15. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.
16. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

DELEGATION OF DIRECTORS' POWERS

17. The directors may delegate any of their powers to committees consisting of one or more directors or other persons approved by the Parent. References in these articles to a committee of directors or to a director as a member of such a committee shall include a committee or person referred to in this Article. Regulation 72 shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

18. The Parent may by memorandum in writing at any time and from time to time appoint any person who is willing to act as a director of the Company, either to fill a casual vacancy or as an additional director, or remove any director from office. Such memorandum must be signed by or on behalf of the Parent and delivered to the registered office or produced to a meeting of the directors. Such appointment or removal shall take effect forthwith upon delivery or production of the memorandum or at such later time (if any) specified in such memorandum.
19. A director appointed to fill a casual vacancy or as an additional director shall not be required to retire from office at the next annual general meeting.

DISQUALIFICATION OF DIRECTORS

20. The office of a director shall be vacated if he:
- (a) ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) in the opinion of all the other directors becomes incapable by reason of mental disorder or illness or injury of discharging his duties as a director; or
- (d) resigns his office by notice to the Company; or
- (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

21. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any higher number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- A director or alternate director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. Regulation 88 shall be modified accordingly.
22. Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
23. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.

INSURANCE AND INDEMNITY

24. The Company shall with the written consent of the Parent be entitled to purchase and maintain insurance for any officer or auditor of the Company against any liability attaching to such persons in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

25. Subject to the provisions of the Act, the Company may with the written consent of the Parent indemnify every director, auditor or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court.