

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

DSCLI HOLDINGS LIMITED

(the "Company")



In accordance with the Company's articles of association we being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present pass the following resolution in writing:

IT IS HEREBY RESOLVED:

THAT new articles of association, in the form of the annexed draft initialled by the chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association.

DATE:

7 February 2006

SIGNATURE:



for and on behalf of **HEALTH AND FITNESS HOLDINGS LIMITED**