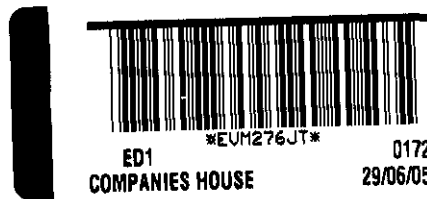


[COPY]

special resolution(s)

# J378(2)

name of company



Company Number

5338271

Suburban Leisure Limited

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at 260/268 Chapel Street Salford Manchester M3 5JZ.  
on the 14th day of June 2005.  
the following SPECIAL RESOLUTION(S) was/were duly passed:-

1. The Ordinary Share Capital of the company is divided into A Ordinary Shares and B Ordinary Shares.
2. The founding members of the company, Mr Sacha John Edward Lord – Marchionne and Mr Jason Argyle own the A Ordinary Share Capital, equally between them. In this regard 2 A Ordinary Shares will be issued, one each to Mr Lord – Marchionne and Mr Argyle.

The A Ordinary Share Capital will carry all the voting rights, and will have full control with regard to the operational side of the company.

3. The conditions that are attached to the B Ordinary Shares are as follows;
  - a. They cannot be offered on the open market prior to being offered to the A Ordinary Shareholders.
  - b. There are no voting rights with the B Ordinary Shares.
  - c. B Ordinary Shareholders will not be able to influence decisions made at boardroom level, which will be made by the holders of the A Ordinary Share Capital.
  - d. The B Ordinary Shareholders will have access to the audited accounts.
  - e. The B Ordinary Shareholders will also receive dividends, voted to the B Ordinary Shares. Dividends voted to the B Ordinary Shares will be determined exclusively by the Board of Directors, which is appointed in line with the wishes of the A Ordinary Shareholders only.
  - f. If the company is sold, the B Ordinary Shareholders in total, will be entitled to 30% of the proceeds. The remaining 70% of the proceeds will be allocated solely to the A Ordinary Shareholders.
4. The one share issued on the initial incorporation of the company, will be classed as 1 A Ordinary Share.

Signed .....

#### NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the of the Meeting OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and sent to Jordan & Sons Limited for that purpose.