

COMPANY NO. 05675241
PRIVATE UNLIMITED COMPANY
WRITTEN RESOLUTIONS
OF
FIRST CHOICE USA
(the "Company")

SATURDAY



CIRCULATION DATE: 30 June 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following written resolutions be passed by the Company, Resolutions 1 and 2 as special resolutions and Resolutions 3 and 4 as ordinary resolutions (together the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the Articles of Association of the Company be amended by deleting all the provisions formerly in the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are treated as provisions of the Company's Articles of Association, and
- 2 THAT the Articles of Association of the Company be amended by deleting Article 2.1 and inserting the following in substitution therefor

"2.1 In these Articles, unless the context requires otherwise


"deferred shares" means deferred shares of £1.00 each, and


"Shares" means ordinary shares of US\$1.00 each "

ORDINARY RESOLUTIONS

- 3 THAT the Directors of the Company may authorise, in accordance with Section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and
- 4 THAT the Directors be, and they are hereby, generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all of the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of US\$500,000, provided that this authority shall expire on 29 June 2015, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked

The undersigned, being the members of the Company on the Circulation Date and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions

Signed: 
Richard Wheatley – Director
For and on behalf of
First Choice Holdings Inc

Signed: 
Richard Wheatley – Director
For and on behalf of
First Choice Investments LLC

Date: 30/06/2010

Date: 30/06/2010

NOTES

- 1 Please indicate your agreement with the Resolution(s) above by signing and dating this document where indicated and returning it to Richard Swan at TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL or richard.swan@tuitravel.com
- 2 Once you have indicated your agreement with the Resolution(s) you may not revoke your agreement.
- 3 The Resolution(s) above will lapse unless agreed within 28 days of the Circulation Date