

Company Number: 638891

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
SAGA GROUP LIMITED

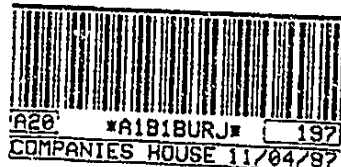
Passed 19th March 1997

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

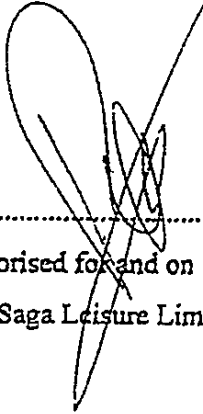
THAT the Articles of Association of the Company be altered as follows:-

1. Article 106 be deleted and replaced with the following new Article:-
- "106 A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the company:-
- 106.1 shall declare the nature of his interest at a meeting of the directors in accordance with s317 of the Act;



106.2 subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present"; and

2. Article 144 (iii) shall be deleted.



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duly authorised for and on
behalf of Saga Leisure Limited