

Company No. 2414956

**Special
Resolution**

The Companies Act 1985
Private Company Limited by Shares

of BEACHBYTE LIMITED

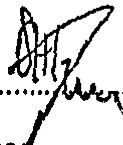
At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 4th October, 1989
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed

S.H. Davis - Chairman



The Company's objects are -

(i) To establish, maintain and manage and operate a sports club for provision of all water sports including water skiing, sailing, rowing, speed boat racing, swimming and all associated sports and to carry on the business of proprietors of a licenced club and other recreation rooms and refreshment rooms and to carry on business as restaurant, cafe and hotel proprietors and to afford accommodation for gaming, dancing, entertainment, eating and meetings and gatherings of all descriptions, whether social, commercial or otherwise and to let upon lease or otherwise the whole or any part of the property of the Company for any of the above mentioned purposes or otherwise; to build, alter, adapt, construct, repair, uphold, maintain and furnish a club-house or club-houses, and all other buildings necessary or convenient for establishing and carrying on a licenced club or clubs; to provide variety artists, theatrical acts, entertainers, cabaret artists and musicians of all kinds; to establish, carry on and subsidise clubs and to demise to or permit to be used by the members of such club or clubs or any person or persons, with or without payment, any club-house or club-houses and any other property of the Company; to buy, or take on hire, make or provide furniture, utensils, linen, glass, china, plate, books, papers, periodicals, stationery and all other things commonly or conveniently used in connection with a club; to provide make and sell meals, food, drinks, tobacco, cigars, cigarettes and all other things commonly consumed in a club; to provide all things necessary for gaming, billiards, cards and other games and for dancing, musical, dramatic and other social entertainments.

(ii) To carry on the business of designers, manufacturers, importers and exporters of and dealers in leisure equipment and sports equipment of all descriptions including shirts, shorts, running shorts, tracksuits, swimming costumes, leotards, ski suits, waterproof and weatherproof clothing of all descriptions, tennis shoes, running shoes, sports boots, climbing boots, bags, rucksacks, walking boots, rackets, bats, sticks, clubs, balls, darts, boards, games, trophies, medals, watches, clocks, cabinets, and all types of toys, cycles and sporting and leisure accessories; to deal in all types of clothing and footwear; to deal in electrical and electronic equipment; to deal in video tapes, films and cassettes; to carry on business as engravers, enamellers, varnishers, lacquerers, cabinet makers, woodworkers, electricians, engineers and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses.

OC188/SPL + OC113B