Company No: 3050691

Special
Resolution

of G M L (CHESHIRE OAKS) 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 27th April, 1995

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 ....

For and on behalf of
Waterlow Nominees Limited

The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

G M L (CHESHIRE OAKS) LIMITED

(As amended by Special Resolution passed 27th April 1995)

1.   The Company's name is G M L (Cheshire Oaks) Limited

2.   The Company's registered office is to be situated in England and Wales

3.   The Company's objects are:-

(A)   To establish and carry on sports and leisure clubs for the use and accommodation of members, subscribers, visitors and others, and to provide, construct, equip, maintain sports stadia, arenas, pitches, grounds, lands, buildings and all places for the conduct of sporting events, games, exercise and pastimes; to provide, construct, equip, maintain and carry on a sports school or schools, and provide instructors for the teaching of all sports, games, exercises, pastimes and recreation; to provide beauty salon facilities, bars and restaurant facilities and to manufacture and deal in every kind of implement, equipment, clothing, accessory and article used in connection with any sport, game, exercise, pastime and recreation, and to promote and hold or assist in promoting or holding meetings, competitions, matches and exhibitions in sport, game, exercise, pastime and recreation.