

Company number: 4246739

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

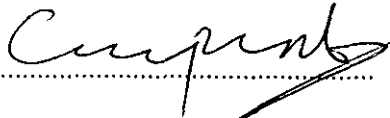
CARP (UK) 2B LIMITED

The sole member of the Company passes the following resolutions:

1. that the authorised share capital of the Company be increased from £1 by £19,999,999 to £20,000,000 by the creation of 19,999,999 additional ordinary shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing ordinary shares in the capital of the Company;
2. that:
  - (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £19,999,999;
  - (b) this authority shall expire on the day five years after the passing of this resolution;
  - (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires;
  - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
3. that:
  - (a) subject to and conditional upon the passing of the above written resolutions the directors be given power to allot for cash equity securities (as defined for the purposes of section 89 of the Companies Act 1985) pursuant to the general authority conferred on them by the resolution contained in paragraph 2 above as if section 89(1) of the Companies Act 1985 did not apply to the allotment;
  - (b) this power shall expire on the day five years after the passing of this resolution;
  - (c) all previous authorities under section 95 of the Companies Act 1985 shall cease to have effect; and



- (d) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires.



CENTER PARCS (UK) HOLDINGS LIMITED

Dated: 19th October, 2001