

Company Number: 5149952

SPECIAL RESOLUTION

- of -

~~BROOM MILL SPA LIMITED~~

BROOM MILL FARMS SPA LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held on 9.6.04 the following SPECIAL RESOLUTION was duly passed:-

THAT the objects of the Company be altered by the deletion of sub-clauses (a) and (b) from Clause 3 of the Memorandum of Association, and the substitution therefor of the new sub-clauses shown in the appendix attached hereto.

Signed:



RWL Registrars Limited

Secretary



Presented By:
Reichmann & Wing Limited
134 Percival Road
Enfield
Middlesex EN1 1QU

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

- of -

BROOM MILL FARMS SPA LIMITED

1. The name of the Company is:-

BROOM MILL FARMS SPA LIMITED

A31
COMPANIES HOUSE

AUI4848U

0424
24/06/04

2. The Registered Office of the Company will be situate in England and Wales.
3. The Objects for which the Company is established are:-

(a) To carry on all or any of the following businesses; proprietors, managers, consultants, teachers, franchisers and operators of gymnasiums, health clubs, tanning studios, aerobic, ballet, dance, physical culture, exercise, boxing, yoga, meditation, film, recording, television and other studios, clubs, classes, theatres, cinemas, cafes, restaurants and all other places of entertainment, accommodation and refreshment; proprietors and managers of leisure and sports centres, billiards, pool and snooker halls, bingo halls, casinos, bowling galleries, gaming rooms, ballrooms, cabarets, gardens, farms, fairs, arcades, golf courses, tennis courts, swimming baths, studios, sporting, social and other clubs; designers, installers, manufacturers, repairers, factors, agents, distributors, importers, exporters, hirers out and wholesale and retail dealers (whether on an agency, contract, direct selling or other basis howsoever) of bathroom units and suites, sunbeds, saunas, jacuzzi, turkish baths, powered showers and all equipment, appliances and aids required for or useable in connection with the physical culture, care or treatment of the human body, and all businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

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