

Company number 5768129

**THE COMPANIES ACT 1985 TO 2006
SPECIAL RESOLUTION
BY WAY OF
WRITTEN RESOLUTION

OF

THE SOLE MEMBER OF

LONDON & REGIONAL (HEALTH CLUBS NO. 4) LIMITED**

(Passed in accordance with
Section 381A of the Companies Act 1985)

We, being the sole member of London & Regional Health Clubs (No 4) Limited (the "**Company**") hereby resolve as follows

That a new article 6 1 of the articles of association of the Company in the form attached be approved and adopted

- 6 1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof
- (a) where such transfer is in favour of a bank or any nominee of a bank and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank, or
- (b) where such transfer is by or on behalf of a bank or any nominee of a bank in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge, and/or call or other option

and a certificate by an officer of the bank that the relevant transfer is within paragraph 6 1 above shall be conclusive evidence of that fact

(Director)

(Director/Secretary)

**For and on behalf of
NEXT GENERATION CLUBS LIMITED**

Dated

18 July 2007

