

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

- of -

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

2 November 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary and special resolutions are passed as special resolutions

SPECIAL RESOLUTIONS

1 THAT, the articles of association of the Company be amended by

(a) inserting the following new article as article 6 ("Transfer of Shares")

"6 Notwithstanding anything contained with these Articles, whether expressly or impliedly contradictory to the provisions of the Article (to the effect that any provision contained in this Article shall override any other provision of these Articles) the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer is to any bank or other person to whom such shares have been charged by way of security or to any nominee of such a bank or person (or a person acting as agent or security trustee for such person (a **Secured Lender**)), or is delivered to the Company for registration by a Secured Lender or its nominee in order to perfect its security over the shares, or is executed by a Secured Lender or its nominee pursuant to a power of sale or other power existing under such security, and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Lender or its nominee and no Secured Lender or its nominee shall (in either case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for any valuable consideration or otherwise and furthermore notwithstanding anything to the contrary contained in these Articles the transfer of shares to a Secured Lender or its nominee shall be free from all liens, encumbrances, options, pre-emption rights and other third party rights "

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COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, being persons entitled to vote on the above resolutions on the circulation date (that is the first date on which copies of the resolutions are sent to members), hereby irrevocably agree to the passing of all of the resolutions above

A handwritten signature in black ink, appearing to be 'J. C. H.', is written over a horizontal line.

For and on behalf of
Next Generation Clubs Limited

Date 2 November 2008

NOTES

1 Please sign and date this document and return it to the Company using one of the following methods

- By Hand delivering the signed copy to Amrish Sharma at Denton Wilde Sapte at One Fleet Place, London EC4M 7WS
- Fax faxing the signed copy to Amrish Sharma at Denton Wilde Sapte on 020 7246 7777

If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to a resolution, you may not revoke your agreement

3 If insufficient agreement has been received for a resolution to be passed by the requisite majority at the end of the period of 28 days beginning with the circulation date, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document