

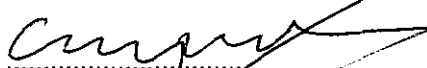
Company number
4259182

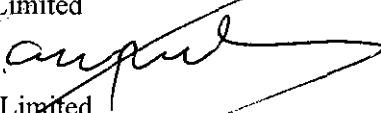
THE COMPANIES ACT 1985
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
WRITTEN RESOLUTIONS
OF
CENTER PARCS NW

We, the undersigned, being the holders of all the issued share capital of the company, pass the following resolutions:

That:

1. the company be re-registered as a private company limited by shares under section 51 of the Companies Act 1985;
2. the share capital of the company be £168,000,100 divided into 140,000,100 ordinary shares of £1 each and 28,000,000 preference shares of £1 each; and
3. subject to and upon the issue by the registrar of companies of the certificate of incorporation on re-registration of the company as a limited company, the memorandum and articles of association attached to this resolution be adopted as the memorandum and articles of association of the company.


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For: Carp (UK) 3A Limited


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For: Oasis Holidays Limited

Date:

5th October, 2001

