

4259182

COPY TO BE FILED BY COMPANY AT COMPANIES HOUSE

Notice is hereby given that an **Extraordinary General Meeting** of **Center Parcs NW** (the "Company")

will be held at 25, Old Broad Street, London on the 19th day of December 2001 at 14.00 o'clock for the purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution:-

Special Resolution

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by the re-numbering of sub-clause (1) of Clause 3 thereof to read sub-clause (1)(a) and the addition of the following sub-clause:-

"(1)(b) To promote the interests of Center Parcs Elveden Limited (No. 4074184) Center Parcs Sherwood Limited (No. 4074263) and Center Parcs Longleat Limited (registered number 3920523) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company."

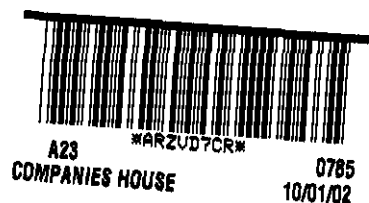
I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on 19th December 2001
Secretary High A. Bugg

We being the holders of all the issued shares in the capital of Center Parcs NW entitled to attend and vote at General Meetings of the Company **hereby consent** to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereat of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this 19th day of December 2001.

[Signature]
.....
.....
.....



Company number
4259182

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CENTER PARCS NW LIMITED

(Incorporating all amendments to 5th October, 2001)

1. The Company's name is "CENTER PARCS NW LIMITED".¹
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) (a) to carry on business as a general commercial company;
 - (b) to promote the interests of Center Parcs Elveden Limited (registered number 4074184), Center Parcs Sherwood Limited (registered number 4074263), Center Parcs Longleat Limited (registered number 3920523) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.
- (2) to carry on any trade or business whatsoever;
- (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
- (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;

¹ The Company was incorporated under the name "Carp (UK) 5" and adopted the name "Center Parcs NW" on 19th September, 2001. On 5th October, 2001 the Company was re-registered as a limited company.

- (6) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
- (7) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
- (8) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (9) to dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (10) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (11) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (12) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (13) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;

- (c) subclauses (2) to (13) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
 - (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
 - (ii) "charge" includes any mortgage, pledge, lien or other form of security;
 - (iii) "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iv) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and
 - (v) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.
4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.²

² The capital of the Company has been amended as follows:

- (a) by a written resolution dated 16th August, 2001 the capital was increased to £308,000,100 divided into 168,000,000 7 per cent. cumulative non-redeemable preference shares of £1 each and 140,000,100 ordinary shares of £1 each; and
- (b) by a written resolution dated 19th September, 2001 the capital was reduced to £168,000,100 by the cancellation of 140,000,000 preference shares.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Signatures, names and addresses of subscribers

**Number of shares
taken by each
subscriber**

1. Carp (UK) 4 Limited, 9 Cheapside, London, EC2V 6AD

Manjit Dale
for and on behalf of Carp (UK) 4 Limited

1

2. Carp (UK) 3A Limited, 9 Cheapside, London, EC2V 6AD

Manjit Dale
for and on behalf of Carp (UK) 3A Limited

1

Total shares taken

2

Dated 25th July, 2001

Witness to the above signatures:

Ben Marson
One New Change
London EC4M 9QQ