



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES


WRITTEN RESOLUTION
OF
CENTER PARCS (UK) HOLDINGS LIMITED

DATED 19th October, 2001

We the undersigned, being the holders of all the issued share capital of the Company, pass the following resolutions by way of a written resolution pursuant to Article 69 of the Company's Articles of Association:

THAT:

1. the authorised share capital of the Company be increased to £53,150,500 by the creation of:
 - (a) 52,000,000 Preference Shares of £1 each;
 - (b) 18,860,000 A Ordinary Shares of £0.01p each;
 - (c) 960,000 B Ordinary Shares of £1 each; and
 - (d) 180,000 C Ordinary Shares of £0.01p each.
2. the articles of association appended to this resolution and initialled "A" for the purposes of identification be adopted as the new articles of association of the Company in substitution for its existing articles of association.
3. in accordance with article 10 of the Company's articles of association adopted pursuant to the resolution above, the directors be authorised to allot relevant securities up to a maximum nominal amount of £53,150,500 provided that this authority shall expire on the fifth anniversary of the date of this resolution, any previous authorities under Section 80 of the Companies Act 1985 being revoked.
4. resolutions 1, 2 and 3 having been passed, the ordinary shares comprising the existing authorised share capital of the Company be converted into 100 deferred shares of £1 each carrying the rights set out in the articles of association adopted pursuant to resolution 2 above.


Signed for and on behalf of
DBCP Europe GP (Jersey) Ltd
(acting in its capacity as general partner on behalf of,
and on trust for, DB Capital Partners (Europe) 2000 B LP)