

VACATION CARE TRAVEL CLUB LIMITED

("the Company")

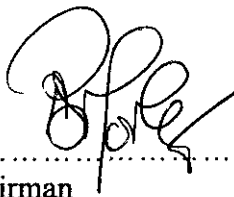
Certified to be a true copy of the resolutions of the Company passed at an Extraordinary General Meeting of the Company held at 50 Sheen Lane, London, SW14 8LP on 7th day of DECEMBER 2000 at 3 ~~am~~/p.m.

SPECIAL RESOLUTION

IT WAS RESOLVED that the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of 49,000 new ordinary shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association be altered accordingly.

ORDINARY RESOLUTION

That the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985("the Act")) up to an aggregate nominal amount of £49,000, provided that such authority shall expire on the date being five years after the passing of this Resolution (unless previously renewed, varied or revoked by the Company in general meeting) and provided that this authority shall supersede and revoke any other such authorities.



.....
Chairman

