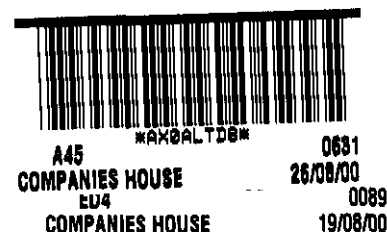


# SUNSHINE CRUISES LIMITED

(Company Number: 3991465)



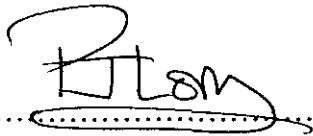
We, First Choice Holidays PLC, being the sole member of Sunshine Cruises Limited (the "Company") hereby record the passing of the following resolution as a special resolution as at the date hereof:-

## THAT:

- (A) each of 49 of the existing unissued ordinary shares of £1 each in the capital of the Company be and are hereby redesignated as "A" ordinary shares of £1 each having the rights and privileges and being subject to the restrictions contained in the articles of association of the Company adopted by paragraph (E) of this resolution ("A Shares");
- (B) each of 49 of the existing unissued ordinary shares of £1 each in the capital of the Company be and are hereby redesignated as "B" ordinary shares of £1 each having the rights and privileges and being subject to the restrictions contained in the articles of association of the Company adopted by paragraph (E) of this resolution ("B Shares");
- (C) the 2 existing issued ordinary shares of £1 each in the capital of the Company registered in the name of First Choice Holidays PLC be and are hereby redesignated as 1 A Share and 1 B Share;
- (D) the authorised share capital of the company be and is hereby increased from £100 to £100,000,000 divided into 50,000,000 A Shares and 50,000,000 B Shares by the creation of an additional 49,999,950 A Shares and 49,999,950 B Shares;
- (E) the regulations contained in the document appended hereto and initialled on behalf of the sole member for the purposes of identification as relative to this paragraph of this resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company;
- (F) the provisions of the memorandum of association of the Company with the respect of its objects be and are hereby altered by inserting the following paragraph as paragraph 1 of Clause 3 of such memorandum and renumbering the remaining paragraphs of Clause 3 accordingly:
  - "(1) (A) To purchase, take in exchange or otherwise acquire and hold ships, boats and vessels of every class and description, including cruise ships and boats equipped for salvage operations, together with the requisite equipment and furniture, or any shares or interest in boats, ships or vessels, and also shares, stocks and securities of any companies possessed of or interested in any boats, ships or vessels, and to operate (including for the purpose of providing cruise

holidays to passengers on any such boats, ships or vessels), manage, maintain, repair, improve, alter, sell, exchange, or let out on hire or charter, or otherwise deal with and dispose of any ships, vessels or shares, interest, stocks or securities as aforesaid;

- (B) To carry on the business of shipowners, shipbrokers, shipping companies' agents, shipping passenger and insurance agents, managers of shipping companies of shipping property, ship's husbands, aircraft owners and operators, freight brokers or contractors, underwriters, merchants, charterers, carriers by land, sea or air (including cruise business and all related on board and on shore activities);
- (C) To carry on business as tour operators, contractors and agents in any part of the world and organise all matters connected with travel and the holiday industry, and to provide for tourists and travellers, and generally to facilitate and promote travelling, and to promote the provisions of facilities of every description and in connection with travelling and the holiday industry, and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureaux and baggage transport, and to do all other things connected with the arranging and operating of tours and or including cruise holidays and other matters connected with the holiday and tourist industries;
- (D) To buy, sell, let, hire, equip, maintain, service, provide, operate, utilise and deal in motor coaches, motor cars, aircraft, ships and any other form of transport for the carriage of passengers or freight and to provide all services and do all things connected therewith;
- (E) To arrange any and all other goods and services to be provided or made available to passengers or customers of the Company and including, without prejudice, food and beverages (alcoholic and non alcoholic), shopping facilities and entertainment and to take all appropriate steps (including without prejudice obtaining and holding any licences required) with respect thereto;
- (F) To insure with any other company or person against losses, damages, risks and liabilities of all kinds, which may effect the Company and also to carry on the business of marine insurance and marine accidental insurance in all its respective branches and to effect reinsurance and counter-insurance and all insurance business with the exception of business the subject of The Insurance Companies Act, 1982".

  
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Director  
For and on behalf of  
First Choice Holidays PLC

14 July 2000