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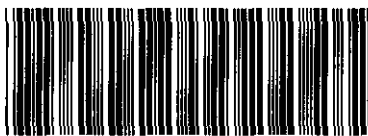
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 31133

The Registrar of Companies for England and Wales hereby certifies that
SIX CONTINENTS HOTELS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
POSTHOUSE HOTELS LIMITED

Given at Companies House, Cardiff, the 16th July 2002



C00031133F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



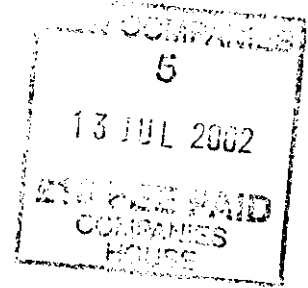
Companies House
— for the record —

HC006B

10/1/02
Company No. 31133

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF

SIX CONTINENTS HOTELS LIMITED



At an Extraordinary General Meeting of the Company, duly convened, and held at 67 Alma Road, Windsor, Berkshire on the 11 day of July 2002 at 10 am/pm the following special resolutions were duly passed:

1. **CHANGE OF COMPANY NAME**

THAT the Company name be changed to Posthouse Hotels Limited.

2. **AMENDMENT TO ARTICLES OF ASSOCIATION**

- (a) THAT Article 9 in the existing articles of association be deleted;
- (b) THAT Regulation 73A of the Companies Act 1948 be applied to the Company's articles of association; and
- (c) THAT the existing articles numbered 1 to 23 be renumbered consecutively.

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Director

