

THE COMPANIES ACT, 1948

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ST. ANNES PALACE LIMITED

(As altered by Special Resolution dated the 5th day of January 1989)

1. The name of the Company is "ST. ANNES PALACE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) (i) To repair, uphold, maintain, and furnish premises for meetings and gatherings of all descriptions, whether masonic, social, commercial or otherwise, and to carry on the business of proprietors of clubs, cafes, shops, markets, restaurants, reading rooms, billiard, and other recreation rooms and refreshment rooms, lessors and managers of cinemas, theatres, music halls, concert halls, dance halls, masonic temples, assembly, lecture and other halls, and entertainment rooms generally and to let upon lease or otherwise the whole or any part of the property of the Company for any of the above-mentioned purposes or otherwise.

(ii) To carry on business as property owners and managers, proprietors of shops, offices, flats, dwellinghouses, hotels and residential buildings, and to provide all services and attendances required by persons, bodies or corporations, renting, hiring, using, residing or living upon the Company's premises and property.

(iii) To carry on business as licensed victuallers, wine, beer and spirit merchants, tobacconists, confectioners, fruiterers, ice cream manufacturers and dealers, mineral water manufacturers and dealers, theatrical and entertainment agents, printers, advertising agents, fancy goods dealers, and proprietors of garages, car parks and service stations.



(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. * The Company's share capital is £5,000 divided into 5,000 shares of £1 each. Any shares in the original capital and any new shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, Voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in the Companies Act 1985.

* By Extraordinary Resolution dated the 26th day of March 1979 the authorised share capital of the Company was increased to £50,000.

* By Special Resolution dated the 5th day of January 1989 the authorised share capital was increased to £53,500.

* By Special Resolution dated the 30th day of January 1995 the authorised share capital of the Company was increased to £150,000 divided into 150,000 shares of £1 each.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ST. ANNES PALACE LIMITED

(Adopted by Special Resolution dated the 5th day of January 1989
and amended by Special Resolution dated the 30th day of January 1995)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 40, 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARE CAPITAL AND SHARES

2. The authorised share capital of the Company is £150,000 divided into 100,000 Ordinary Shares of £1 each and 50,000 Convertible 'A' Ordinary Shares of £1 each.

3. (A) Save as hereinafter provided the Ordinary Shares and Convertible 'A' Ordinary Shares shall rank pari passu in all respects.

(B) The Convertible 'A' Ordinary Shares shall on a winding up or other repayment of capital entitle the holders to have the assets of the Company available for distribution amongst the members applied in paying to them pari passu with the Ordinary Shares (as if they constituted one class of share) the capital paid up on such shares. The Convertible 'A' Ordinary Shares shall not confer the right to any further or other participation in the assets of the Company.

(C) The holder of any Convertible 'A' Ordinary Shares shall be entitled at any time after the expiration of ten years from the date of first issue of Convertible 'A' Ordinary Shares held by him to convert the whole (including for the avoidance of doubt any Convertible 'A' Shares issued to the holder after the date of first issue) of the Convertible 'A' Shares held by him into Ordinary Shares. The conversion shall be effected by Notice in Writing signed by the holder of the Convertible 'A' Ordinary Shares and the conversion shall take effect immediately upon receipt of the Notice by the Company. The Ordinary Shares resulting from the conversion shall rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

(D) Convertible 'B' Ordinary Shares of £1 each may be issued in substitution for Ordinary Shares in accordance with the provisions of Article 7 hereof.

(E) The Convertible 'B' Ordinary Shares shall not entitle the holders to participate in any dividends declared by the Company or to vote at any meetings of the Company or to appoint any representative to act as Director of the Company but shall in all other respects (including participation in the distribution of the assets of the Company on any winding up or any other repayment of capital) rank *pari passu* with the Ordinary Shares.

SHARES

4. (A) Subject to sub-Articles (B), (C) and (D) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) Each share to be issued shall be issued jointly to at least two persons being duly nominated representatives of a Lodge of Freemasons or other Masonic body, having its place of meeting at the Palace, St. Annes.

(C) No person shall be eligible to become a Member of the Company unless the Directors are satisfied that he is a duly nominated representative of a Lodge of Freemasons or other Masonic body, having its place of meeting at the Palace, St. Annes.

(D) Subject to Sub-Articles (B) and (C) above the Directors are generally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the time of adoption of these Articles and that this authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

(E) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(F) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

(G) The Company shall not have the power to issue Share Warrants to bearer.

5. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

TRANSFER OF SHARES

6. The Directors may, in their absolute and uncontrolled discretion, without assigning any reason therefor, refuse to register any proposed transfer of Shares, and in particular, shall refuse to register any transfer to any person not being eligible for membership of the Company in accordance with Article 3 hereof.

7. (A) In the event of any Lodge of Freemasons or other Masonic body ceasing to hold its meetings (which shall be deemed to take place if it fails to hold four successive regular meetings) at the Place, St. Annes, the duly nominated representatives of the Lodge or body aforesaid may either:-

(i) serve the Company with a Conversion Notice in respect of all the Ordinary Shares registered in their names and upon receipt of such Conversion Notice the Directors shall take all steps necessary to enable the Company to issue to the said nominated representatives Convertible 'B' Ordinary Shares of similar nominal value in substitution

(ii) serve the Company with a Sale Notice in respect of all the Ordinary Shares registered in their names and upon receipt of such Sale Notice the Directors shall take all steps necessary to enable the Company to purchase the Ordinary Shares registered in the name of the duly nominated representatives in accordance with the provisions of the Act. The shares shall be purchased by the Company at nominal value

and if default is made in complying with either of these provisions for a period of 90 days the persons in default shall at the expiration of such period be deemed to have served the Company with a Sale Notice the Directors shall then proceed to take all steps necessary to enable the Company to purchase the Ordinary shares registered in the names of the duly nominated representatives in accordance with the provisions of the Act. The shares shall be purchased by the Company at nominal value.

(B) In the event of any Lodge or body aforesaid recommencing to hold its meetings (which shall be deemed to take place if it holds four successive regular meetings) at the Palace, St. Annes, its duly nominated representatives may serve the Company with a Reconversion Notice in respect of all the Convertible 'B' Ordinary Shares (if any) registered in their names and upon receipt of such Reconversion Notice the Directors shall take all steps necessary to enable the Company to issue to the said nominated representatives Ordinary Shares of similar nominal value in substitution for the Convertible 'B' Ordinary Shares subject to the said notice.

(C) In the event if any Lodge of Freemasons or other Masonic Body of which their nominated representatives hold Convertible 'A' Ordinary Shares ceasing to hold its meetings (which shall be deemed to take place if it fails to hold four successive regular meetings) at the Palace, St. Annes, the duly nominated representatives of the Lodge or body aforesaid shall serve the Company with a sale notice in respect of all the shares registered in their names. If default is made in complying with the provisions of this Article for a period of ninety days the persons in default at the expiration of the said period will be deemed to have served the Company with such a Sale Notice. Upon receipt of the such Sale Notice or deemed Sale Notice the Directors shall take all steps necessary to enable the Company to purchase the Convertible 'A' Ordinary Shares registered in the names of the duly nominated representatives in accordance with the provisions of the Act. The Convertible 'A' Ordinary Shares shall be purchased by the Company at their nominal value.

8. In the event of the death of one of the representatives of a Lodge a new duly nominated representative of the appropriate Lodge may apply for joint membership of the Company with the surviving representative.

GENERAL MEETINGS

9. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

11. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent of the issued Capital of the Company, shall be a quorum.

12. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

13. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors.

14. Each Lodge of Freemasons or other Masonic body holding the share qualification hereinafter mentioned may appoint a representative to act as a Director. One-third of such representatives (or if their number is not a multiple of three then the number nearest to one-third) shall be appointed to hold office for one year, a similar number shall be appointed to hold office for two years, and the remainder shall be appointed to hold office for three years. The names of the representatives to be appointed for one, two or three years as the case may be shall be determined at such Meetings by the drawing of lots.

15. The Directors shall take steps to ascertain by notice give to the Lodge of Freemasons or other Masonic body concerned not less than two months before the date of each Annual General Meeting of the Company at which a Director so appointed as aforesaid is to retire from office the name of a duly appointed representative to act as a Director of the Company in the place of the Director so retiring (who shall himself be eligible for renomination and appointment), and the name of each such representative shall be submitted at the next succeeding Annual General Meeting and he shall become a Director accordingly.

16. Any casual vacancy occurring in the Board of Directors shall be filled up by a representative duly appointed by the Lodge of Freemasons or other Masonic body represented by the Director in respect of whom the vacancy has occurred, but the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on

which the Director in whose place he is appointed was last elected a Director.

17. The qualification for each Lodge of Freemasons or other Masonic body appointing a representative as a Director shall be the holding by such Lodge or other Masonic body or its nominees of Shares of the nominal value of at least £100 in the Company.

18. No person shall be elected a Director of the Company who is not a nominee and a subscribing member of the qualifying Lodge of Freemasons or other Masonic body appointing him, but it shall not be requisite that he shall be the holder of any Share in the Company. Every such person shall be entitled, while holding office as such a Director, to receive notice of and to attend all General Meetings of the Company and to act as proxy thereat on behalf of the Lodge of Freemasons or other Masonic Body by which he shall have been so appointed.

19. In addition to the grounds of disqualification set out in Clause 81 of Table A, the office of a Director shall be vacated if the Company shall receive from the Lodge of Freemasons or other Masonic Body by whom such Director has been appointed as representative a duly certified copy of a resolution passed at a meeting of such Lodge of Freemasons or other Masonic body (of which due notice has been given) by a majority of three-fourths of its members present requesting the Company to vacate such office.

20. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

21. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

22. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

St Annes Palace Limited

Registered Number 577363

Special Resolutions of St Annes Palace Limited

At an Annual General Meeting of St Annes Palace Limited, held on 29th January 1998, the following special resolution was passed.

That the Articles of Association of the Company be amended by insertion of the following new clause 21(A) after the existing clause 21.

"21(A) The Honorary Chairman and Honorary Treasurer of the company to be elected annually at the Annual General Meeting. Elections to these positions will be decided by a ballot of those present and eligible to vote at an Annual General Meeting.

Nominations for these positions must be received by the Secretary at least 28 days prior to the Annual General Meeting."