

Number of Company: 761149

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

SPECIAL RESOLUTION

(Pursuant to S.378 (2) of the Companies Act 1985)

of

VISIT LONDON LIMITED

Passed 15 September 1997

AT the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Café Royal, 68 Regent Street, London, SW1W 6EL on 15 September 1997 the subjoined SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by inserting the following new Article 49 and renumbering the existing Article 49 and subsequent Articles accordingly:

49. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. It shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but if a Director retires by rotation or otherwise but is re-appointed or is deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

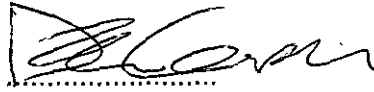


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Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

A handwritten signature in black ink, appearing to read "J. L. Carr", is written over a horizontal dotted line. The signature is stylized with a large initial "J" and a long, sweeping underline.

Director