

No. 789512

COMPANIES ACTS 1985

LONGLEAT ENTERPRISES

We, the undersigned, being all the members of the Company having a right to attend and vote at General Meetings of the Company hereby pass the resolutions set out below as special resolutions and agree that the said resolutions be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

IT IS RESOLVED THAT:

1. The Memorandum of Association of the Company be amended by:
 - (i) inserting the word "Limited" at the end of Clause 1;
 - (ii) adding the following two clauses
 - "4. The liability of the members is limited
 5. The Company's share capital is £250,000 divided into 250,000 Ordinary Shares of £1 each"
2. New Articles of Association of the Company, in the form annexed hereto and initialled for the purposes of identification, be adopted by the Company to the exclusion of all previous Articles of Association of the Company.

Dated 17th MAY 1994.

.....
Richard Anthony Griffiths

Registered office:

The Longleat Estate Office
Longleat
Warminster
Wiltshire BA12 7NW



A6YGH12X

IFR941010.0361

A07 RECEIPT DATE: 10/05/94

No. 789512

COMPANIES ACTS 1985

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Dated 17th May 1994.

.....
The Most Honourable Alexander George Marquess of Bath

Registered office:

The Longleat Estate Office
Longleat
Warminster
Wiltshire BA12 7NW

[FR341010.C36]



A6YGG1ZW

A07 RECEIPT DATE: 10/06/94

No. 789512

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM

and

NEW

ARTICLES OF ASSOCIATION

- of -

LONGLEAT ENTERPRISES LIMITED

(A Private Company adopting Table A with modifications)

Incorporated the 27 day of January 1964

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

FR941010.594



A6YGF1ZV

A07 RECEIPT DATE: 10/06/94

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**AMENDED
MEMORANDUM OF ASSOCIATION**

- of -

LONGLEAT ENTERPRISES LIMITED

1. The name of the Company is "LONGLEAT ENTERPRISES LIMITED".*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) to enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between The Honourable Alexander George Thynne (commonly and hereafter called "Viscount Weymouth") of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by Messrs Farrer & Co, of 66 Lincoln's Inn Fields, London WC2A 3LH;
 - (b) to enter into partnership with Viscount Weymouth in the business of cave exhibitor and restaurant and shopkeeper carried on by Viscount Weymouth at Cheddar in the County of Somerset;
 - (c) to purchase, take on lease, or in exchange, or otherwise acquire any lands, caves and buildings in the County of Somerset or elsewhere, and any estate or interest in, and any rights connected with, any such lands and buildings;
 - (d) to develop and turn to account any land, caves or buildings acquired by the Company or in which the Company is interested, and in particular by constructing, altering,

pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by arranging and maintaining, improving and laying out caves and other land as attractions for tourists and others;

- (e) to carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, sellers of stationery, souvenirs, knick-knacks and other goods, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, jobmasters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock and colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can conveniently be carried on in connection therewith;
- (f) to erect, construct, lay down, enlarge, alter, maintain and exploit any roads, railways, tramways, cable-car ways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and either as a tourist attraction or otherwise and to contribute to or subsidise the erection, construction, maintenance and exploitation of any of the above;
- (g) to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest any 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;
- (i) to borrow or raise or secure the payment of money 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;

- (j) to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or 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 assurance;
- (k) 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;
- (l) to receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others;
- (m) to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others;
- (n) to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees;
- (o) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;

- (p) 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;
- (q) 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;
- (r) 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;
- (s) 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;
- (t) 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 of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- (u) 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;

- (v) to sell, improve, manage, develop, turn to account, exchange, let on rent, 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;
 - (w) 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;
 - (x) 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;
 - (y) 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;
 - (z) to do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.*
5. The Company's share capital is £250,000 divided into 250,000 Ordinary Shares of £1 each.*

* Amended by Special Resolutions passed on 17 May 1994.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each Subscriber

WILLIAM KEVIN KENNEDY
66 Lincoln's Inn Fields
LONDON WC2

ONE

Solicitor

JOHN OSWIN McLEARN
Solicitor with Messrs Farrer & Co
66 Lincoln's Inn Fields
LONDON WC2

ONE

DATED this 13th day of January 1964.

WITNESS to the above signatures:

A.J.S. COTTON
66 Lincoln's Inn Fields,
LONDON, WC2

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**NEW
ARTICLES OF ASSOCIATION**

- of -

LONGLEAT ENTERPRISES LIMITED

adopted by a Special Resolution passed on 17 May 1994

PRELIMINARY

1. In these Articles "Table A" means the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.
2. Any reference to any Act in these Articles shall be deemed to include a reference to any statutory modification or re-enactment thereof for the time being in force.
3. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. The Regulations of Table A numbered 8, 23, 24, 35, 65-70 inclusive, 73-77 inclusive, 81, 94-97 inclusive and 113 shall not apply to the Company.
4. The Company is a Private Company and no shares in the Company shall be issued at a discount and no offer or invitation to the public to subscribe for any share in or debentures of the Company shall be made.

SHARES

5. The capital of the Company is £250,000 divided into 250,000 Ordinary Shares of £1 each.

- 6.1 The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the Directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of adoption of these Articles.
- 6.2 Any shares which the Directors are not authorised to deal with by virtue of paragraph 6.1 above may, with the consent of the Company in General Meeting, be dealt with by the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent.
- 6.3 Accordingly, sub-section (1) of Section 89 and Section 90 of the Companies Act 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

7. Subject to the provisions of the Companies Act 1985:-
- 7.1 the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;
- 7.2 any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption, or out of the capital of the Company; and
- 7.3 any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of the Companies Act 1985.

PURCHASE OF COMPANY'S SHARES

8. Subject to the provisions of the Companies Act 1985:-
- 8.1 the Company may purchase its own shares (including any redeemable shares) and enter into a contingent purchase contract for the purchase of its shares; and

- 8.2 any purchase by the Company of its own shares may be made out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

9. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.
11. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
12. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and all notices of a General Meeting shall also be sent to the Directors and the Auditor of the Company for the time being.
14. If at an adjourned meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
15. One member having the right to vote at the meeting may demand a poll and Regulation 46 of

Table A shall be modified accordingly.

16. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

DIRECTORS

17. If and so long as the number of Directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose, and Regulation 90 of Table A shall be modified accordingly.
18. A Director shall not require any shareholding qualification.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles or by Table A and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
20. Subject to such disclosure as is required by Section 317 of the Companies Act 1985 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration.

ALTERNATE DIRECTORS

21. 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.
22. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committee 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 except by agreement with the Director whom he represents. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

23. 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 reappointed or deemed to have been reappointed 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.
24. 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 and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a Meeting of the Directors.
25. 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.
26. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum.

REMOVAL, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

- 27.1 A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office

of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

27.2 The office of Director shall be vacated:

- 27.2:1 if he resigns his office by notice in writing to the Company; or
- 27.2:2 if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 27.2:3 if he becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 inclusive of the Companies Act 1985; or
- 27.2:4 if he becomes of unsound mind; or
- 27.2:5 if he is otherwise duly removed from office.

28.1 No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age and Section 293 of the Companies Act 1985 shall not apply to the Company.

28.2 The Directors shall not be subject to retirement from office by rotation.

28.3 A Director who retires at an annual general meeting may be re-appointed.

NOTICES

29. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

30. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

**NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS**

**Number of Shares
taken by each Subscriber**

WILLIAM KEVIN KENNEDY
66 Lincoln's Inn Fields
LONDON WC2

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Solicitor

JOHN OSWIN McLEARON
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DATED this 13th day of January 1964.

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LONDON WC2

Solicitor