

Number of Company.....**1010090**.....NO
FEE
PAYABLE**THE COMPANIES ACTS 1948 to 1967****Declaration of Compliance** with the requirements of the
Companies Acts 1948 to 1967, on application for registration of a Company.

Pursuant to Section 15 (2)

Name of
Company**IDRISS HOTELS****LIMITED**

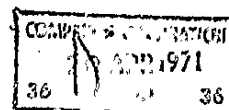
Presented by

GOODMAN BROWN & WARREN**30 John Street, London W.C.1.**

Presenter's Reference

DHT/JF**F. S. MOORE LTD.****Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2**

Telephone: 01-405 2868



I, **DAVID HAYHOW THOMPSON**

of **30 John Street, London W.C.1.**

(a) Here insert:
"A Solicitor of the
Supreme Court"
(or in Scotland
a Solicitor) "engaged
in the formation"

or
"A person named
in the Articles of
Association as a
Director"
(whichever
is applicable).

Do solemnly and sincerely declare that I am (") a Solicitor
of the Supreme Court engaged in the formation

of **IDRISS HOTELS
LIMITED,**

and that all the requirements of the Companies Acts 1948 to
1967 in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and
I make this solemn Declaration conscientiously believing the
same to be true and by virtue of the provisions of the
"Statutory Declarations Act, 1835."

Reserve for binding

Declared at **27, John Street,**
London W.C.1

David H. Thompson

* the **16th** day of **April** 1971.

Before me,

[Signature]

A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 15 (Statement of Nominal Capital) have been signed and dated,

Number of Company.....1010090/2

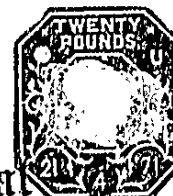
Form No. 25

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

IDRISS HOTELS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

GOODMAN BROWN & WARREN

30 John Street, London W.C.1.

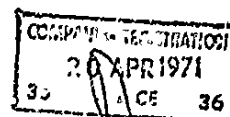
Presentor's Reference

DHT/JF

F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866



THE NOMINAL CAPITAL

OF

IDRISS HOTELS

LIMITED

is £ 10,000

, divided into 10,000

Shares of

£1.00

each.

Signature

G. Driss

(State whether Director,
Manager or Secretary)

Director

Dated the

16th

day of

April

19 71

Reserve for binding

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

1010090/3

Memorandum of Association

OF

Idriss Hotels Limited.

1. The name of the Company is IDRIS HOTELS LIMITED.

2. The registered office of the Company will be situate in England.

3. The object for which the Company is established are :-

- (A) To carry on the business of an hotel, restaurant, cafe, roadhouse, motel, holiday camp, caravan site, apartment house, refreshment and tea rooms, milk and snack bars, tavern, beerhouse and lodging house and to establish and provide all kinds of facilities, entertainments, recreations and amusements whether indoor or outdoor, for residents on the Company premises and non-residents and in particular reading, writing, television and smoke rooms, lockers and safe deposits, telephones, telegraphs, clubs, stores, shops and lavatories.

- (B) 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.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

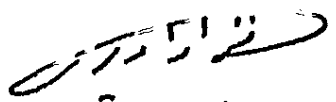
It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited,

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1.00 each.

WE, the several persons whose names and addresses 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. (In Words)
G. Drake 18 Philbeach Gdns. London S.W.5. Hotel Proprietor	Five thousand & five hundred shares.
 18 Philbeach Gdns. London S.W.5. Contractor	Four thousand & five hundred shares.

DATED this 16th day of April 1971.

WITNESS to the above Signatures :-

David H. Thompson

30, Tolem Street,
London W.C.1

Solicitor.

1010090|4

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Idriss Hotels Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 77, 84(2), 87, 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1.00 each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

(8)

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

8. Clause 5 of Part II of Table A shall be modified by adding the words "and may consist of several documents in the like form, each signed by one or more persons.

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five and shall not be less than two.

(9)

11. The first Directors shall be the Subscribers hereto. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or any separate meeting of the holders of any class of shares of the Company.

12. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 14 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in

the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

17. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted, and may consist of several documents in the like form each signed by one or more of the Directors and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed attorney.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

POWERS OF DIRECTORS

19. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death to any person or to the widow or dependents of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purpose in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DIVIDENDS

20. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

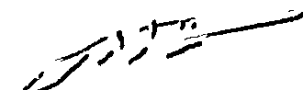
NOTICES

21. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

(12)

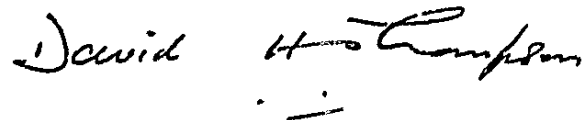
Names, Addresses and Descriptions of Subscribers.

G. Price
18 Philbeach Gdns.
London S.W.5.
Hotel Proprietor.


18 Philbeach Gdns.
London S.W.5.
Contractor.

DATED this 16th day of April 1971.

WITNESS to the above Signatures :-



30 John Street,
London, W.C.1

Solicitor.



CERTIFICATE OF INCORPORATION

No. 1010090

I hereby certify that

IDRISS HOTELS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 5th May 1971.


(F. L. KNIGHT)
Assistant Registrar of Companies

No. 1010090

18
THE COMPANIES ACTS 1948 AND 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF


IDRISS HOTELS LIMITED

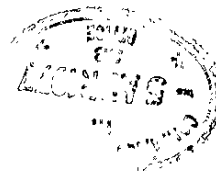
Passed the 16th day of March 1977

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at York House Hotel, 28, Philbeach Gardens, London, SW5 on the 16th day of March, 1977, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

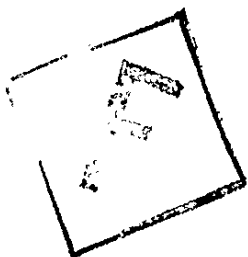
"That the name of the Company be changed to
G.IDRISS TRADING CO. LTD".


G.N. Idriss
Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**



No. 1010090

/19

I hereby certify that

IDRISS HOTELS LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

G. IDRISS TRADING CO. LIMITED

Given under my hand at Cardiff the

28TH APRIL 1977

[Handwritten signature]
Assistant Registrar of Companies

Assistant Registrar of Companies

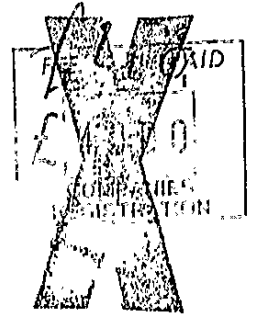
124
THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

IDRISS HOTELS LIMITED

Passed the 16th Day of March 1977.



FIT. FOR TRANSFER

G. N. Idriess
 21.4.77

At an EXTRAORDINARY GENERAL MEETING of the Members of the above company duly convened and held at York House Hotel, 28, Philbeach Gardens, London, S.W.5. on the 16th day of March, 1977, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

"That the Memorandum of Association of the Company is altered in the manner following, namely :-

3. The objects for which the company is established are :-

by deleting the existing paragraph (A) and substituting therefore the following :-

A. (1) To carry on business as importers, exporters, agents, dealers in and distributors of all kinds of goods, and in particular (but not limiting the generality of the foregoing), to deal in and sell by wholesale and retail, hardware, ironmongery, household goods of all descriptions, china, glass, electrical appliances and accessories, toys, clothing, motor vehicles of all descriptions, general and specialised merchants requisites, foodstuffs, for both animal and human consumption, and all such other things as may be conveniently handled by this company in connection with the above objects.

(2) To carry on business as agents for railway companies, shipping companies, coach and omnibus proprietors, theatre and entertainment proprietors, carriers, forwarding and receiving agents, and as tourists and travellers agents, and to provide such services as bankers and dealers in securities of all kinds, safe deposit box operators, restaurateurs, hoteliers, garage proprietors, telephone, recreation, and rest room facilities, information bureaux, and all such services incidental or conducive to the attainment of the above objects.

(3) To acquire and hold, and generally deal in property, land, or buildings, either for investment or resale, and to farm, manage, or let the same, and to act as builders, decorators, and general traders, and generally to do all such things likely to prove advantageous to the profitability of the company.



G. N. Idriess
 G. N. IDRISSE

Chairman

COMPANY LIMITED BY SHARES

*old regd.
Hotel, Holiday
Camp.
1/1/71*

Memorandum

AND

Articles of Association

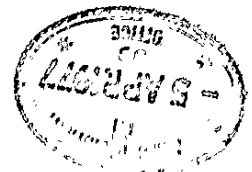
OF

Idriss Hotels Limited.

*IN TO
IDRISS
HOTELS
LTD.*

Incorporated the 5th day of May 1971

No. 1010090



*Not West
780498
£40*

GOODMAN, BROWN & WARREN,
Solicitors,
30 John Street,
London, W.C.1.

THE COMPANIES ACTS 1948 AND 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

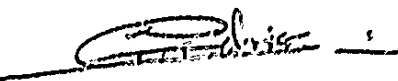
IDRISS HOTELS LIMITED

Passed the 16th day of March 1977

At an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at York House Hotel, 28, Philbeach Gardens, London, SW5 on the 16th day of March, 1977, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

"That the name of the Company be changed to G.IDRISS TRADING CO. LTD".


G.N. Idriss
Chairman

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

OF

IDRISS HOTELS LIMITED

Passed the 16th Day of March 1977.

At an EXTRAORDINARY GENERAL MEETING of the Members of the company duly convened and held at York House Hotel, Philbeach Gardens, London, S.W.5. on the 16th day of March, 1977, the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

"That the Memorandum of Association of the Company is amended in the manner following, namely :-

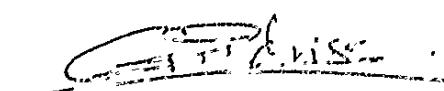
3. The objects for which the company is established are :-

by deleting the existing paragraph (A) and substituting therefore the following :-

A. (1) To carry on business as importers, exporters, agents, dealers in and distributors of all kinds of goods, and in particular (but not limiting the generality of the foregoing), to deal in and sell by wholesale and retail, hardware, ironmongery, household goods of all descriptions, china, glass, electrical appliances and accessories, toys, clothing, motor vehicles of all descriptions, general and specialised merchants requisites, foodstuffs, for both animal and human consumption, and all such other things as may be conveniently handled by this company in connection with the above objects.

(2) To carry on business as agents for railway companies, shipping companies, coach and omnibus proprietors, theatre and entertainment proprietors, carriers, forwarding and receiving agents, and as tourists and travellers agents, and to provide such services as bankers and dealers in securities of all kinds, safe deposit box operators, restaurateurs, hoteliers, garage proprietors, telephone, recreation, and rest room facilities, information bureaux, and all such services incidental or conducive to the attainment of the above objects.

(3) To acquire and hold, and generally deal in property, land, or buildings, either for investment or resale, and to farm, manage, or let the same, and to act as builders, decorators, and general traders, and generally to do all such things likely to prove advantageous to the profitability of the company.


G. N. IDRISS

Chairman

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Idriss Hotels Limited.

1. The name of the Company is IDRISSE HOTELS LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(A) (1) To carry on business as importers, exporters, agents, dealers in and distributors of all kinds of goods, and in particular (but not limiting the generality of the foregoing), to deal in and sell by wholesale and retail, hardware, ironmongery, household goods of all descriptions, china, glass, electrical appliances and accessories, toys, clothing, motor vehicles of all descriptions, general and specialised merchants requisites, foodstuffs, for both animal and human consumption, and all such other things as may be conveniently handled by this Company in connection with the above objects.

(2) To carry on business as agents for Railway companies, shipping companies, coach and omnibus proprietors, theatre and entertainment proprietors, carriers, forwarding and receiving agents, and as tourists and travellers agents, and to provide such services as bankers and dealers in securities of all kinds, safe deposit box operators, restaurateurs, hoteliers, garage proprietors, telephone, recreation, and rest room facilities, information bureaux, and all such services incidental or conducive to the attainment of the above objects.

(3) To acquire and hold, and generally deal in property, land, or buildings, either for investment or resale, and to farm, manage, or let the same, and to act as builders, decorators, and general traders, and generally to do all such things likely to prove advantageous to the profitability of the Company.

- (B) 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.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- I. To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

(6)

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1.00 each. ✓

WE, the several persons whose names and addresses 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 Sub- scriber. (In Words)
G. IDRIS, 18, Philbeach Gardens, London, S.W.5. Hotel Proprietor	Five thousand five hundred shares
NIZAR IDRIS, 18, Philbeach Gardens, London, S.W.5. Contractor.	Four thousand five hundred shares

DATED this 16th day of April, 1971.

WITNESS to the above Signatures :-

DAVID H. THOMPSON,
30, John Street,
London, W.C.1.

Solicitor.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES


Articles of Association

OF

Idriss Hotels Limited.


PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 77, 84(2), 87, 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.



SHARES

2. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1.00 each.



3. Subject to the provisions of Section 56 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

8. Clause 5 of Part II of Table A shall be modified by adding the words "and may consist of several documents in the like form, each signed by one or more persons.

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five and shall not be less than two.

11. The first Directors shall be the Subscribers hereto. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or any separate meeting of the holders of any class of shares of the Company.

12. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 14 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in

the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

17. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted, and may consist of several documents in the like form each signed by one or more of the Directors and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed attorney.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

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POWERS OF DIRECTORS

19. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death to any person or to the widow or dependants of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purpose in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DIVIDENDS

20. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

21. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

G. IDRIS,
18, Philbeach Gardens,
London, S.W.5.

Hotel Proprietor.

NIZAR IDRIS,
18, Philbeach Gardens,
London, S.W.5.

Contractor.

DATED this 16th day of April, 1971.

WITNESS to the above Signatures :-

DAVID H. THOMPSON,
30, John Street,
London, W.C.1.

Solicitor.

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Idriss Hotels Limited.

Incorporated
the 5th day of May 1971

GOODMAN, BROWN & WARREN,
Solicitors,
30 John Street,
London, W.C.1.