

Company Number 1235583

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION  
of  
MARRIOTT HOTELS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at Bowater House East, Seventh Floor, 68 Knightsbridge, London SW1X 7XH on the ~~16~~ day of February 1998 the following Resolution was passed as an Elective Resolution:

ELECTIVE RESOLUTION

It is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act") THAT:-

- (1) The Company hereby elects:-
  - (a) Pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general Meeting;
  - (b) Pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
  - (c) Pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and

.....  
CHAIRMAN

G:\GPDATA\COMP\1\DOCS\0331W.RES

