

## THE COMPANIES ACTS 1948 TO 1967

Declaration of  
**compliance with the requirements  
 of the Companies Act 1948  
 on application for  
 registration of a company**  
 pursuant to section 15 (2) of the Companies Act 1948

I, **CHARLES GEORGE STEPHEN SMITH**

of, **15 PEMBROKE ROAD  
 BRISTOL BS99 7DX**

DO SOLEMNLY & SINCERELY DECLARE that I am:—

\*a Solicitor of the Supreme Court engaged in the formation

\*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~

of **SPRODIE**

Limited

AND that all the requirements of the Companies Act 1948 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

DECLARED AT **3 RICHMOND HILL**

**BRISTOL BS8 1AY**

the **8th** day of **September** 19**76**

before me

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

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

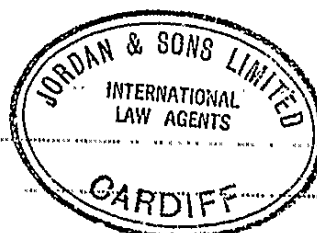
**Jordan & Sons Limited**

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by



Presenter's Reference

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1280133 / 3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SPRODIE LIMITED

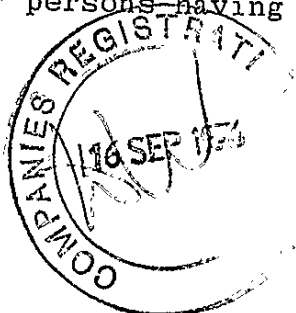
SEP 16 1947 NO 005000

1. The name of the Company is " SPRODIE 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 carry on all or any of the businesses of proprietors, owners and operators of restaurants, dining rooms, cafes, snack and coffee bars, shops, kiosks, hotels, inns, public houses, motels and road houses, general caterers and refreshment contractors, licensed victuallers, manufacturers of and dealers in cooked and prepared foods and provisions and comestibles of all kinds, ice cream manufacturers and merchants, bakers, pastrycooks and confectioners; merchants of and dealers in wines, spirits, liqueurs, ales, soft drinks, mineral and aerated waters, cigars, cigarettes, tobacco, fruit, flowers and other table decorations and fancy goods, novelties and articles of every description, proprietors of baths, clubs, dressing rooms, laundries, reading, writing, newspaper and billiards rooms, dance halls, ballrooms, skating rinks, amusement arcades, theatres, cinemas and other places of amusement and entertainment, newsagents and caterers for public and private amusement, motor and other vehicle proprietors and dealers, petrol filling and service station proprietors, car park proprietors, cab and motor garage keepers, dealers in petrol, tyres and other motor stores and accessories, farmers, dairymen, general merchants, agents and traders; to let the Company's premises or any part thereof for banquets, dinners, balls, dances, concerts or any other purpose which the Company may deem desirable; and to buy, sell, manufacture and deal in goods, wares, merchandise, commodities, materials, produce, articles and things of every description capable of being dealt with in connection with the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.



(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

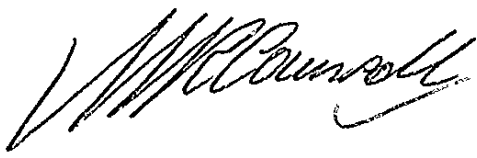


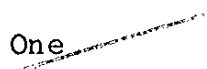
(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One 
 Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One 

- 1 SEP 1976

Witness to the above signatures:-

  
Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

1280133 / 4

THE COMPANIES ACTS 1948 to 1967 |

COMPANY LIMITED BY SHARES |

ARTICLES OF ASSOCIATION OF

SPRODIE LIMITED |

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company. *ds*

2. The First Secretary of the Company shall be Patricia Martin. |




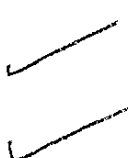
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Names, addresses and descriptions of Subscribers


---



Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.




Michael Kodola,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.



---

Witness to the above signatures:-



Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.



## CERTIFICATE OF INCORPORATION

No. 1280133

I hereby certify that

**SPRODIE LIMITED**

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

Given under my hand at Cardiff the 5TH OCTOBER 1976

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

Number of Company: 1280133

10  
THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION  
(Pursuant to Section 141 (2) of the Companies Act 1948)

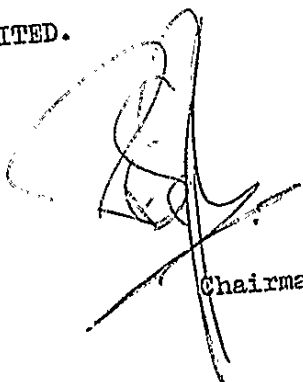
OF

SPRODIE LIMITED

Passed the 1st day of December 1976

At an Extraordinary General Meeting of the Members of  
the above-named Company, duly convened and held on the  
1st day of December 1976 the following SPECIAL RESOLUTION was  
duly passed:-

That the name of the Company be changed to  
P.V.DOYLE HOTELS LIMITED.

  
Chairman.

51

6 JAN 1977  
OFFICE



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1280133 / 11

I hereby certify that

**SPRODIE LIMITED**

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

**P. V. DOYLE HOTELS LIMITED**

Given under my hand at Cardiff the

28TH JANUARY 1977

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

51

54166 56118-12  
No. of Company 1280133 / 12

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

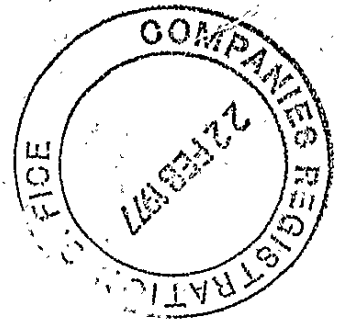
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*No change*

Memorandum and Articles of Association of

P.V. DOYLE HOTELS LIMITED ✓

(Incorporated the 8th day of October, 1976)



---

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers,

Jordan House, 47, Brunswick Place, London. N1 6EE.

51

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

P.V. DOYLE HOTELS LIMITED

WE the undersigned do hereby  
incorporate the above named  
this Company's Memorandum of  
Association by filed resolutions and  
is lodged in compliance with the  
requirements of the European  
Communities Act 1972.

DATED

21/2/77  
P.M. JORDAN & SONS LIMITED

1. \*The name of the Company is "P.V. DOYLE 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) To carry on all or any of the businesses of proprietors, owners and operators of restaurants, dining rooms, cafes, snack and coffee bars, shops, kiosks, hotels, inns, public houses, motels and road houses, general caterers and refreshment contractors, licensed victuallers, manufacturers of and dealers in cooked and prepared foods and provisions and comestibles of all kinds, ice cream manufacturers and merchants, bakers, pastrycooks and confectioners; merchants of and dealers in wines, spirits, liqueurs, ales, soft drinks, mineral and aerated waters, cigars, cigarettes, tobacco, fruit, flowers and other table decorations and fancy goods, novelties and articles of every description, proprietors of baths, clubs, dressing rooms, laundries, reading, writing, newspaper and billiards rooms, dance halls, ballrooms, skating rinks, amusement arcades, theatres, cinemas and other places of amusement and entertainment, newsagents and caterers for public and private amusement, motor and other vehicle proprietors and dealers, petrol filling and service station proprietors, car park proprietors, cab and motor garage keepers, dealers in petrol, tyres and other motor stores and accessories, farmers, dairymen, general merchants, agents and traders; to let the Company's premises or any part thereof for banquets, dinners, balls, dances, concerts or any other purpose which the Company may deem desirable; and to buy, sell, manufacture and deal in goods, wares, merchandise, commodities, materials, produce, articles and things of every description capable of being dealt with in connection with the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

\* The name of the Company was, on the 28th day of January, 1977, changed from "SPRODIE LIMITED".

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.



(n) 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.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

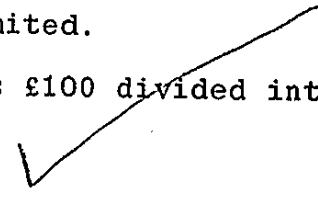
(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.



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
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 1st day of September, 1976.

Witness to the above signatures:- Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

P.V. DOYLE HOTELS LIMITED ✓

CERTIFICATION

WE HEREBY CERTIFY that this print  
incorporates all alterations made to  
this Company's Articles of  
Association by filed resolutions and  
is lodged in compliance with the  
requirements of the European  
Communities Act 1972.

DATED

21/2/77 MR  
D.P. JORDAN & SONS LIMITED

1. The regulations contained or incorporated in Part II  
of Table A in the First Schedule to The Companies Act, 1948, ✓  
shall apply to the Company save that the proviso to  
Clause 79 in Part I of the said Table A shall not apply  
to the Company.

2. The First Secretary of the Company shall be  
Patricia Martin.

---

Names, addresses and descriptions of Subscribers

---

Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

Michael Kodola,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

---

Dated this 1st day of September, 1976.

Witness to the above signatures:- Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

30/9  
Company Number 1280133

25.

THE COMPANIES ACTS 1948 TO 1981

Company Limited by Shares

ORDINARY RESOLUTIONS

- of -

P.V. DOYLE HOTELS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 26th day of July 1983 the following Resolutions were duly passed as Ordinary Resolutions

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company shall be increased to £1 million by the creation of 999,900 Ordinary Shares of £1 each to rank pari passu in all respects with the existing £1 Ordinary Shares
2. THAT the directors of the Company be and are hereby authorised to allot shares in the Company at their discretion but up to the limit of the present shares unissued in the Company, namely 999,900 Ordinary Shares of £1 each, AND THAT such authorisation shall expire on the 25th day of July 1988

P.V.DOYLE

CHAIRMAN



## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

26

1280133

Name of Company

P. V. DOYLE HOTELS LIMITED

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 26th July, 1983

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 999,900 beyond the registered capital of £ 100†delete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
999,900	ORDINARY	ONE POUND

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:Please tick here if  
continued overleaf
☐
†delete as  
appropriate

Signed

C. J. M. Henniker

Director (Secretary)†

Date 5th August, 1983

Presentor's name, address and  
reference (if any):MESSRS. STEGGLES PALMER  
2 BEDFORD ROW,  
LONDON,  
WC1

Ref. 25

For official use  
General section

Post room



27.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

P.V. DOYLE HOTELS LIMITED

1. \*The name of the Company is "P.V. DOYLE 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) To carry on all or any of the businesses of proprietors, owners and operators of restaurants, dining rooms, cafes, snack and coffee bars, shops, kiosks, hotels, inns, public houses, motels and road houses, general caterers and refreshment contractors, licensed victuallers, manufacturers of and dealers in cooked and prepared foods and provisions and comestibles of all kinds, ice cream manufacturers and merchants, bakers, pastrycooks and confectioners; merchants of and dealers in wines, spirits, liqueurs, ales, soft drinks, mineral and aerated waters, cigars, cigarettes, tobacco, fruit, flowers and other table decorations and fancy goods, novelties and articles of every description, proprietors of baths, clubs, dressing rooms, laundries, reading, writing, newspaper and billiards rooms, dance halls, ballrooms, skating rinks, amusement arcades, theatres, cinemas and other places of amusement and entertainment, newsagents and caterers for public and private amusement, motor and other vehicle proprietors and dealers, petrol filling and service station proprietors, car park proprietors, cab and motor garage keepers, dealers in petrol, tyres and other motor stores and accessories, farmers, dairymen, general merchants, agents and traders; to let the Company's premises or any part thereof for banquets, dinners, balls, dances, concerts or any other purpose which the Company may deem desirable; and to buy, sell, manufacture and deal in goods, wares, merchandise, commodities, materials, produce, articles and things of every description capable of being dealt with in connection with the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

\* The name of the Company was, on the 28th day of January, 1977, changed from "SPRODIE LIMITED".

4 AUG 1983





(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.

\*5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

\* On the 26th July 1983 the share capital of the Company was increased to £1,000,000.

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C  
5  
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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
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 1st day of September, 1976.

Witness to the above signatures:- Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

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M  
S

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

P.V. DOYLE HOTELS LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Patricia Martin.

---

Names, addresses and descriptions of Subscribers

---

Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

Michael Kodola,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

---

Dated this 1st day of September, 1976.

Witness to the above signatures:- Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.

## THE COMPANIES ACTS 1948 TO 1981

**Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

**A**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

2 P

1280133

Name of company

P. V. DOYLE HOTELS

Limited\*

\*delete if  
inappropriate**Note**Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 8

†delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 0 8 1 9 8 3

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

C. A. M. Hemmiker

[Director] [Secretary]† Date

19<sup>th</sup> October '83.Presenter's name, address and  
reference (if any):MESSRS. STEGGLES PALMER  
2 BEDFORD ROW,  
LONDON,  
WC1R 4BU

Ref. 25

For official use

General section

Post room





Company No 1280133

29

ACCEPT UNSTAMPED & 40

C/N 22182

DATE 25-5-83  
2/12/83

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

P.V. DOYLE HOTELS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 4<sup>th</sup> November 1983 1983 the following Resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

"THAT subject to the consent of the Registrar of Companies the name of the Company be changed to DOYLE LONDON HOTELS LIMITED"

CHAIRMAN



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1280133

30

I hereby certify that

P.V. DOYLE HOTELS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

DOYLE LONDON HOTELS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 13TH DECEMBER 1983

*D. M. Wilkie*  
MRS. D. M. WILKIE

an authorised officer

Company No 1286133

10.11.83

THE COMPANIES ACTS 1948 to 1981

We certify this to be a  
true copy of the Original

*Stephen Palmer*  
Stephen Palmer, Solicitors  
2 Bedford Row  
London, WC1R 4BU

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

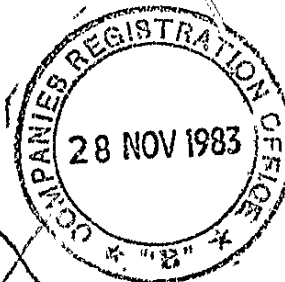
P.V. DOYLE HOTELS LIMITED

At an Extraordinary General Meeting of the above-named  
Company duly convened and held on 4<sup>th</sup> November 1983  
1983 the following Resolution was duly passed as a Special  
Resolution

SPECIAL RESOLUTION

"THAT subject to the consent of the Registrar of Companies the  
name of the Company be changed to DOYLE LONDON HOTELS  
LIMITED"

CHAIRMAN



009188

14

## THE COMPANIES ACTS 1948 TO 1976

Notice of passing of resolution  
removing an auditor

Pursuant to section 14(6) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

1312

1280133

Name of Company

P. V. DOYLE HOTELS

Limited\*

\* delete if  
inappropriatehereby gives you notice in accordance with subsection (6) of section 14 of the  
Companies Act 1976 that by a resolution passed at a general meeting of the company

on 5th March / 19 84

Full name of  
removed auditor

F. Pittock &amp; Co.,

Principal place  
of business of  
removed auditor

of Northgate House, High Pavement, Town Square, Basildon, Essex.

was removed as auditor before the expiration of his term of office with effect from

† [the passing of the resolution]

† delete if  
inappropriate

† [the / 19 /]

‡ delete or  
complete as  
appropriate

The new Auditors are:

Bastow Charleton & Co.,  
First Floor Marine House,  
Clanwilliam Court,  
Lower Mount Street,  
Dublin 2.§ delete as  
appropriateSigned C. H. M. Hemmiker [Director] [Secretary] § Date 5th March, 1984Presentor's name, address and  
reference (if any):MESSRS. STEGGLES PALMER  
2 BEDFORD ROW,  
LONDON,  
WC1R 4BU

Ref. 25

For official use  
General section

Post room



**A****THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3 (1) of the Companies Act 1976

**3**Please do not write  
in this binding margin

To the Registrar of Companies

For official use

Please complete  
legibly, preferably  
in black type, or  
bold black lettering\*Delete if  
inappropriate**Note**Please read notes  
1 to 5 overleaf before  
completing this form

Name of company

DOYLE LONDON HOTELS

Limited \*

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or has having come, to an end is as shown below:

Company number

Day

Month

1280133

3

1

0

7

†Delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [~~is to be treated as having come to an end~~] [will come to an end]† on

Day Month Year

3

1

0

7

1

9

8

4

See note 4 (c)  
and complete  
if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡Delete as  
appropriate

The company is a [subsidiary] [holding company]‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

§Delete as  
appropriate

Signed

*C. M. M. Henniker*

[Director]

[Secretary]

§ Date

21 June 1984

Presentor's name, address  
and reference (if any):

MESSRS. STEGGLES PALMER,  
2 BEDFORD ROW,  
LONDON,  
WC1R 4BU

Ref. 25

For official use  
Data punch

General section

Post room

