

Company No 2233431

THE COMPANIES ACTS 1985 AND 1989COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FOLEY LODGE HOTELS LIMITED ("the Company")

Pursuant to Section 381A of the Companies Act 1985 ("the Act")

Passed on

28 APRIL 1997.

Pursuant to Section 381A of the Act we the undersigned, being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at a General Meeting of the Company hereby resolve as follows, such Resolution to take effect as a SPECIAL RESOLUTION:

1. THAT all the 'C' shares of 10p each be consolidated and divided into shares of £1 each and be redesignated as ordinary shares of £1 each.
2. THAT all the 'A' shares of £1 each, the 'B' shares of £1 each and the 'D' shares of £1 each be redesignated as ordinary shares of £1 each ranking together with the 'C' shares *pari passu* in all respects.
3. THAT the Articles of Association in the form set out in the document marked 'A' attached to this resolution and, for identification purposes signed by the Secretary be and are adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association of the Company.
4. THAT the Memorandum of Association in the form set out in the document marked 'B' attached to this resolution and, for identification purposes signed by the Secretary be and is adopted as the new Memorandum of Association of the Company in substitution for the existing Memorandum of Association of the Company.

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For and on behalf of
Stockford Limited

TRUE
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