

Company No 2233431

THE COMPANIES ACTS 1985 AND 1989COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FOLEY LODGE HOTELS LIMITED ("the Company")

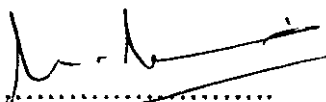
Pursuant to Section 381A of the Companies Act 1985 ("the Act")

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
CERTIFIED COPY
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The Companies Acts 1985 and 1989

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

FOLEY LODGE HOTELS LIMITED

*I certify that this is
a true copy*

[Signature]

(As adopted by Special Resolution passed 28th April 1997)

1. The name of the Company is Foley Lodge Hotels Limited*.
2. The registered office of the Company is to be situated in England and Wales.
3. The objects of the Company are:
 - (a) To carry on all or any of the businesses of proprietors of hotels, motels, restaurants, clubs, casinos, licensed premises, holiday accommodation, swimming pools, baths, bingo halls, tennis courts, squash courts, golf courses, fun fairs, pleasure and sports grounds, bowling greens and other places of recreation, amusement and entertainment, sports outfitters, café and refreshment room proprietors, hire purchase and general financiers, property dealers and developers, licensed victuallers, wine, spirit and beer merchants, brewers, maltsters, distillers, importers of foreign wines and spirits, dealers in aerated and mineral waters, general provision merchants, refreshment contractors, proprietors of shops, stores, kiosks, baths, gaming rooms, dressing rooms, laundries, libraries, dance halls, concert halls and rooms for public or private use, coach, carriage, omnibus and motor vehicle proprietors, garage and boat house proprietors, dealers in and letters on hire of motor and other vehicles and motor and other boats of all kinds; organisers of sporting, athletic and leisure activities and events and amusement caterers, theatre box office agents, insurance agents, tobacconists, chemists, hairdressers, travel and booking agents, bakers, confectioners, butchers, grocers, poulterers, greengrocers and general merchants, agents and traders;
 - (b) To invest and deal with the moneys of the Company in or upon investments or securities of any nature (whether as principal or agent) and generally to acquire, hold, deal in and otherwise dispose of investments and other securities;
 - (c) To carry on any other business or activity, whether trading, manufacturing, investing or otherwise;

*The Company re-registered as a private company on 3 February 1997

- (d) To purchase, take on lease or in exchange, hire or otherwise acquire, hold deal in and otherwise dispose of all or any estate or interest in or over any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property (whether tangible or intangible) of any kind;
- (e) To receive money on deposit or loan from any person, firm or company;
- (f) To make advances to any person, firm or company with or without security;
- (g) To guarantee, support or secure, whether by direct obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by issuing any security of the Company by way of mortgage, or by any one or more or all of such methods or by any other method, and whether or not the Company receives any advantage therefor, the performance of any obligations or commitments and the repayment or payment of the principal amounts of, or the premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary company or holding company of the Company or is a subsidiary of such a holding company or which is otherwise directly or indirectly associated with the Company in business or through shareholdings;
- (h) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the Company) as aforesaid, and to pay, subscribe or guarantee money to or for any charitable or benevolent objects or for any exhibition or for any political, public, general or useful object, and to do any of the above things, either alone or in conjunction with any such other company as aforesaid;
- (i) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company and to subsidise or otherwise assist any person, firm or company;

- (j) To establish or promote or concur in establishing or promoting any other company and to guarantee the payment of the dividends, interest or capital of any shares, stock or other securities issued by or any other obligations of any such company;
- (k) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company;
- (l) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company including without limitation, any such dealing or disposal on terms that are wholly or partly gratuitous or of a non-commercial nature;
- (m) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (n) To make known the businesses or any of them or the products or any of them of the Company or the businesses or products of any other person, firm or company, in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication in books and periodicals, and by granting prizes, rewards and donations, and by carrying on and conducting prize and competition schemes or any scheme or arrangement of any kind, either alone or in conjunction with any other person, firm or company, whereby the said businesses or any of them may be promoted or developed, or whereby the said products may be advertised and made known;
- (o) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, of any country, and to obtain from any such government or authority all legislation, orders, rights, concessions and privileges that may seem requisite;
- (p) To borrow or raise or secure the payment of money for the purposes of or in connection with any of the Company's business or businesses;
- (q) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue in cash at par or at a premium or discount, or for any other consideration, debentures, mortgage debentures or debenture stock or other similar securities, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (r) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (s) To pay or otherwise give consideration for any property or rights acquired by the Company in any manner whatsoever and in particular but without limitation in cash or fully or partly paid-up shares, with or without preferred or deferred or

guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another;

- (t) To accept payment or other consideration for any property or rights sold or otherwise disposed of or dealt with by the Company in any manner whatsoever and in particular but without limitation in cash, whether by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (u) To amalgamate with any other company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other such company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
- (v) To pay out of the funds of the Company all expenses which the Company may lawfully pay in respect of or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or under-writing shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's objects and powers;
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and
- (x) To do all such other things as are in the opinion of the Company incidental or conducive to the above objects or any of them.

The objects specified in each of the paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by the terms of any other paragraph and shall be construed as separate, distinct and independent objects capable of being performed and carried out separately, distinctly and independently of each other.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £4,800,000 divided into 4,800,000 ordinary shares of £1 each ranking pari passu in all respects.

The Companies Acts 1985 and 1989
Company Limited by Shares

*I certify that this is
a true copy*

ARTICLES OF ASSOCIATION
of

[Signature]

FOLEY LODGE HOTELS LIMITED

(As Adopted By Special Resolution Passed 28th April 1997)

Preliminary

1. The regulations contained in Table A in the Companies (Tables A to F Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. Any words or expressions defined in the Companies Act 1985 ("the Act"), the Companies Act 1989 or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

Shares

3. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- (c) The directors shall be entitled under the authority conferred by this article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

- (d) In accordance with section 91 of the Act, section 89(1) and section 90(1)(6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

Transfer of Shares

4. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

Proceedings at General Meetings

5. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Directors

6. Unless and until otherwise determined by ordinary resolution the number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.
7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.
8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.
9. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the company or any of them may be appointed and removed by written notice served on the company by the beneficial owner for the time being of such amount of the equity share capital of the Company.
10. The directors may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.
12. Provided that he shall declare his interest in any contract or transaction a director may vote as a director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted, and regulation 94 of Table A shall be modified accordingly.
13. A director may participate in a meeting of directors or a committee of directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
14. In regulation 93 of Table A the following words 'either signed or approved by letter, telex or telegram shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

Single-member company

15. If, and for so long as, the company has only one member, the following provisions shall apply:
 - (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company.
 - (b) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.
 - (c) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
 - (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

The Seal

- 16 (a) If the company has a seal it shall only be used by the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director. The obligations under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Regulation 101 of Table A shall not apply to the company.
- (b) The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

Indemnity

17. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.