

49 - 04 - 91

COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

PARAMOUNT HOTELS LIMITED

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, agree that resolutions 1, 2 and 3 be passed as elective resolutions of the Company and Resolution 4 be passed as an ordinary resolution:

RESOLUTION 1

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2. THAT, in accordance with sections 366A and 379A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings.

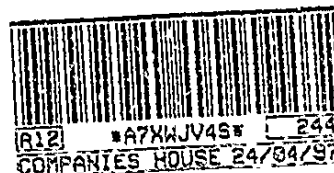
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3. THAT, in accordance with sections 379A and 386 of the Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.

RESOLUTION 4

4. THAT, the appointment of Coopers and Lybrand as auditors of the Company with effect from August 1995 be and is hereby fully ratified.

Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust I



43-04-91

Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust II

Barings (Guernsey) Limited as Custodian of
Schroder UK Buyout Fund III LP1

Barings (Guernsey) Limited as Custodian
of Schroder UK Buyout Fund III Co-investment Scheme

Schroder International Trust Company Limited *AS*
as Trustee of Schroder UK Venture Fund III Trust *Sh*

Nicola Hansen
ASST. SECRETARY

[Signature]
SECRETARY

Schroder Venture Managers Inc as General Partner
of Schroder UK Venture Fund III LP1

Nicola Hansen
ASST. SECRETARY

[Signature]
DIRECTOR AND V.P.

Schroder Venture Managers Inc as General Partner
of Schroder UK Venture Fund III LP2

Nicola Hansen

[Signature]
DIRECTOR AND V.P.

Thomas Michael Fromm

Ian Pollock

Joanne Kearsey

Trudi Purtill

Walter Kasconas

Nicholas Logue

Gaynor Carroll

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Nicholas Lawrence

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2114/97

COMPANY NO. 2940925

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03.11.1997

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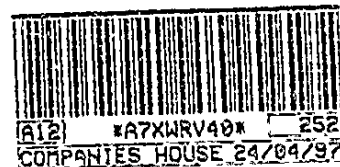
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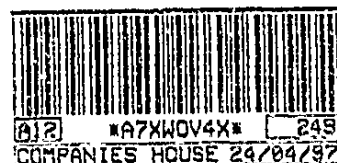
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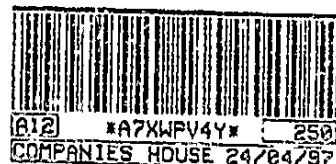
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21/4/97

49 - 04 - 97

19.MAR.1997 12:59

SCHROEDER VENTURES

NO.744

P.3/5

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SUK BOFILL Nominees Limited AS NOMINEE FOR
Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund LII Trust I




13.11.1997 13:59

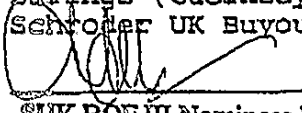
SCHRODERS VENTURES

NO.744

P.415


SUK BOF III Nominees Limited As Nominee for
Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust II


SUK BOF III Nominees Limited As Nominee for
Barings (Guernsey) Limited as Custodian of
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SUK BOF III Nominees Limited
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COMPANY NO. 2940925

- 3 JUL 1997

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Coopers & Lybrand

~~delete/amend as appropriate~~

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49-04-91

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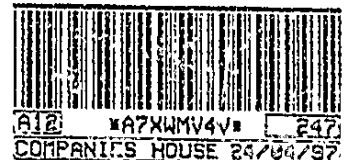
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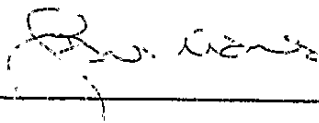
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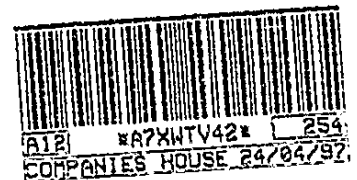
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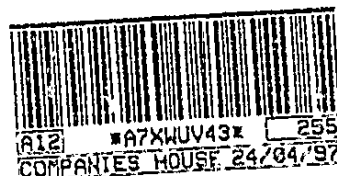
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RESOLUTION 2

2. THAT, in accordance with sections 366A and 379A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings.

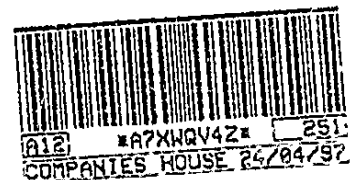
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3. THAT, in accordance with sections 379A and 386 of the Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.

RESOLUTION 4

4. THAT, the appointment of Coopers and Lybrand as auditors of the Company with effect from August 1995 be and is hereby fully ratified.

Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust I



Barings (Guernsey) Limited as Trustee of
Schroder UK Buyout Fund III Trust II

Barings (Guernsey) Limited as Custodian of
Schroder UK Buyout Fund III LP1

Barings (Guernsey) Limited as Custodian
of Schroder UK Buyout Fund III Co-investment Scheme

Schroder International Trust Company
as Trustee of Schroder UK Venture Fund III Trust

Schroder Venture Managers Inc as General Partner
of Schroder UK Venture Fund III LP1

Schroder Venture Managers Inc as General Partner
of Schroder UK Venture Fund III LP2

Thomas Michael Fromm

Ian Pollock

Joanne Kearsey

Trudi Purtill

Trudi

Walter Kasconas

Nicholas Logue

Gaynor Carroll

Stephen Murphy

Michael Furtill

Liam Walsh

Ian Goulding

Nicholas Lawrence

David Kelly

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* delete/amend as appropriate

2114/97

COMPANY NO. 2940925

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

PARAMOUNT HOTELS LIMITED

In accordance with section 381A of the Companies Act 1985, we, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, agree that resolutions 1, 2 and 3 be passed as elective resolutions of the Company and Resolution 4 be passed as an ordinary resolution:

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4 3 - 0 4 - 3 /

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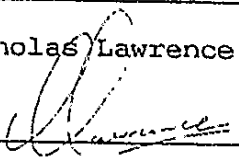
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21/4/97

29-04-97

03-APR-1997 17:05 FROM PARAMOUNT HOTELS A

TO

01625531876 P.04/95

COMPANY NO. ~~29405~~ 01132380022

2940925.

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RESOLUTIONS IN WRITING

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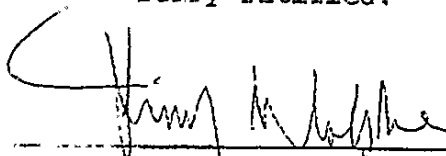
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~~Barings (Guernsey) Limited as Trustee of~~
~~Schroeder UK Buyout Fund III Trust I~~
LIAM WALSH



COMPANY NO. 2940925

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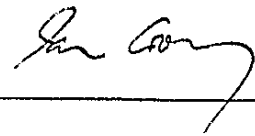
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