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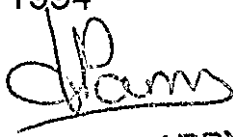
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 2948772

The Registrar of Companies for England and Wales hereby certifies that  
TILLIAN LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 14th July 1994

  
MRS. L. PARRY

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\* insert full  
name of Company

† delete as  
appropriate

To the Registrar of Companies

For official use

For official use

Name of company

\* TILLIAN LIMITED

of COMBINED SECRETARIAL SERVICES LIMITED

16 - 26 BANNER STREET

LONDON

EC1Y 8QE

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>†</sup>  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]<sup>†</sup> and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 33 Crwys Road  
Cardiff CF2 4YF

Declarant to sign below

the 5th day of July

One thousand nine hundred and Ninety Four  
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Nicholas  
*authorised signatory*

ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

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

ICC COMPANY FORMATIONS  
33 Crwys Road  
Cardiff  
CF2 4YF

Telephone 0222 692967



ICC COMPANY FORMATIONS

For official Use

New Companies Section

Post room

# ICC

## COMPANY FORMATIONS

CHA 8

# 10

### Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

Company name (in full)

☐ CN

For official use ☐

TILLIAN LIMITED

Registered office of the company on incorporation.

☐ RO

HILL HOUSE

1 LITTLE NEW STREET

Post town LONDON

County/Region

Postcode EC4A 3TR

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

☒ X

Name ICC COMPANY FORMATIONS

☐ RA

CRWYS HOUSE

33 CRWYS ROAD

Post town CARDIFF

County/Region

Postcode CF2 4YF

Number of continuation sheets attached ☐

To whom should Companies House direct any enquiries about the information shown in this form?

ICC COMPANY FORMATIONS

CRWYS HOUSE, 33 CRWYS RD

CARDIFF

Postcode CF2 4YF

Telephone 0222 664 656

Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature****CS**

COMBINED SECRETARIAL SERVICES LIMITED

**AD**

16-26 BANNER STREET

Post town LONDON

County/Region

Postcode EC1Y 8QE Country U.K.

I consent to act as secretary of the company named on page 1

Signed

A. Pawl

Date 5. 7. 94.

AUTHORISED SIGNATORY ON BEHALF OF COMBINED SECRETARIAL SERVICES LIMITED

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**CD**

MICHAEL TERRY

SAGGERS

**AD**

7 GLOBE COURT, BENGEO STREET

BENGEO

Post town HERTFORD

County/Region HERTS

Postcode SG14 3HA Country ENGLAND

Date of birth

**DO**

0 5 1 2 4 2

Nationality **NA** BRITISH

Business occupation

**OC**

CHARTERED SECRETARY

Other directorships

**OD**

SEE ATTACHED

\* Voluntary details

I consent to act as director of the company named on page 1

Signed

M.T. Saggars

Date

5. 7. 94

**Consent signature**

**Directors** (continued)

(See notes 1 - 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.



Signature of agent on behalf of all subscribers

Date 5. 7. 94.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

The other Directorships of Michael Terry Saggars are:

AMBEROLL LIMITED

ELRONA LIMITED

CALSTEP LIMITED

KALSAY LIMITED

CAMWICK LIMITED

TYMAIN LIMITED

*The Companies Act 1985*  
*COMPANY LIMITED BY SHARES*

## **MEMORANDUM OF ASSOCIATION**



*of*

### **TILLIAN LIMITED**

1. The Company's name is Tillian Limited.
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:

(A) 1. To carry on business as general merchants and as manufacturers, preparers for sale of and dealers in all kinds of raw materials, manufactured and semi-manufactured goods; proprietors and lessors of commercial plant and premises, as mail order salesmen, wholesalers, retailers, importers, exporters, brokers and agents for or distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land, sea and air of passengers, livestock, goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description, towage contractors, aircraft, tug, barge and ship owners and charterers, proprietors and letters on hire of trucks, earth moving equipment, heavy vehicles of all kinds, and to be garage and service station proprietors and providers of a vehicle and vessel recovery service.

2. To carry on business as wholesale and retail dealers in and agents or representatives for all manner of goods, products, processes, materials and services of any description either as principals for or on behalf of any individual, firm, company, authority or other organisation, in any part of the world and to tender for and to place contracts or investments, to act as advertising and market research specialists, exhibition, conference and display contractors and promoters, hire purchase and general financiers, insurance and mortgage brokers and agents, labour contractors and advisors, to carry on employment, accommodation and travel agencies, to deal in office equipment, supplies and systems, to be consultants and advisers in efficiency techniques, business, office, personnel and works management, marketing, sales promotion and product design, business system organisers, business transfer agents, advertising and publicity consultants and agents, journalists, printers, publishers and stationers.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary

507543

to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) 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 at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To lend and advance money or give credit on any terms and with or without security to any person, firm or Company (including without prejudice to the generality of the foregoing any holding Company, subsidiary or fellow subsidiary of, or any other Company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or Company (including without prejudice to the generality of the foregoing any such holding Company, subsidiary, fellow subsidiary or associated Company as aforesaid).

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be



calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or Corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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 generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such Company.

(P) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(Q) 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 carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, 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 for such consideration as the Company may think fit.

(S) To amalgamate with any other Company whose objects are to include objects similar to those of this 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 such other 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 such Company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) 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, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them

and it is hereby declared that in the construction of this Clause the word "Company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

4. The liability of the Members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

-----  
Name Addresses and Description  
of Subscribers

Number of Shares taken  
by each subscriber

-----

Reginald Frank Hill  
Hill House,  
1 Little New Street,  
London EC4A 3TR

One

*R Hill*

*one*

Michael Terry Saggars  
Hill House,  
1 Little New Street,  
London EC4A 3TR.

One

*M.T. Saggars*

*One.*

-----  
Total Number of Shares Taken Up

Two

-----

Dated the.....*5th*.....day of .....*July*.....1994.

B.R. Millar,  
Crwys House,  
33 Crwys Road,  
Cardiff, CF2 4YF.

*B.R. Millar*

*The Companies Act 1985*  
*COMPANY LIMITED BY SHARES*

**ARTICLES OF ASSOCIATION**

*of*

**TILLIAN LIMITED**

**PRELIMINARY**

1. The Companies Act 1985 is hereinafter referred to as "the Act". Subject as hereinafter provided, the regulations in Table 'A' in the Companies (Tables A-F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as 'Table A'.

2. Clauses 64, 73 to 78 and 80 of Table A shall not apply to the Company.

**ALLOTMENT OF SHARES**

3. Sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 of the 'Act' shall not apply.

4. Subject to the above Clause the Directors are unconditionally authorised to allot shares in the capital of the Company to such persons, at such times and generally on such terms and conditions as they think proper up to the amount of authorised but unissued share capital during a period of five years following incorporation.

**LIEN**

5. The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more members, and accordingly in Clause 8 the words 'not being a fully paid share' shall be omitted.

**TRANSFER OF SHARES**

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not.

**GENERAL MEETINGS AND RESOLUTIONS**

7. In clause 46 sub-clause (b) 'one Member' shall be substituted for the words 'two Members'. 8. Clause 40 shall be read and construed as if the words 'at the time when the Meeting proceeds to business' were added at the end of the first sentence.

## ***VOTES OF MEMBERS***

9. In Clause 54 the words 'or by proxy' shall be inserted after the word 'person'.

## ***DIRECTORS***

10. Unless the Company in general meeting determines otherwise there shall be no maximum number of Directors; the minimum number of Directors shall be one.

11. In addition to the provisions of Clauses 65 to 69 an appointment of an alternate Director may also be revoked at any time by a resolution of the Directors or by an Ordinary Resolution of the Company in general meeting.

12. The last two sentences of Clause 79 shall not apply to the Company.

13. The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 shall be modified accordingly.

15. The following sentence shall be added to Clause 89 of Table A:- "Any Director or alternate Director who attends a meeting of the Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of the Articles and shall be counted in the quorum accordingly."

16. In the event that only one Director holds office such sole Director shall have authority to exercise all powers which are provided by Table A or these Articles.

17. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Clause 94 and 95 shall not apply.

## ***POWERS AND DUTIES OF DIRECTORS***

18. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may notwithstanding the provisions of Section 80 of the Act issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

## ***INDEMNITY***

19 (a) Every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation

thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

#### ***FIRST DIRECTOR AND SECRETARY***

**20.** The first Director and Secretary of the Company shall be the persons named as such in the statement delivered under Section 10 of the Act.

-----  
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
-----

Reginald Frank Hill  
Hill House  
1 Little New Street  
London EC4A 3TR

*R Hill*

Michael Terry Saggars  
Hill House  
1 Little New Street  
London EC4A 3TR

*M.T. Saggars*

-----  
Dated the.....5th.....day of .....July.....1994

Witness to the above signatures:

B.R. Millar  
Crwys House  
33 Crwys Road  
Cardiff CF2 4YF

*B.R. Millar*

# G

COMPANIES FORM No. 224

# 224

Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)

Please do not  
write in  
this margin.

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

To the Registrar of Companies  
(Address overleaf)

Company number

**2948772**

\*Insert full name  
of company.

Name of company

**\* TILLUAN LIMITED**

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

**Important**

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

**31 12**

5 April  
Day Month

**05 04**

30 June  
Day Month

**30 06**

31 December  
Day Month

**31 12**

Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver (Scotland)  
as appropriate.

Signed

*Richard J. Buxton*

Designation

Company Secretary

Date

**17/8/94**

Presenter's name address telephone  
number and reference (if any):

Touche Ross & Co.,  
Hill House,  
1, Little New Street,  
London EC4A 3DF

**CO SEC CHIESEMAN****071 936 3000**

For official use  
D.E.B.

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoot Street, London SE1 5TS.

Companies G224

1990 Edition  
6 90 F17380  
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Company No 2948772

THE COMPANIES ACT 1985

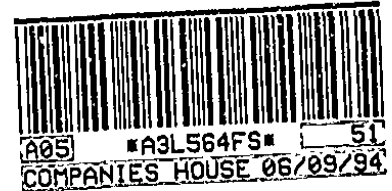
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TILLIAN LIMITED

12 AUGUST 1994



At an Extraordinary General Meeting of the Members of the Company duly convened and held at Hill House, 1 Little New Street, London EC4A 3TR on 12 August 1994 the subjoined Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"THAT the Memorandum of Association of the Company be altered by deleting the existing Clause 3(A) and substituting therefor the following Clause:

3(A)(i) To carry on business as owners, managers, proprietors and operators of an hotel, group of hotels, leisure facility or centre, sports facilities or boarding lodges of all kinds, and to provide such managerial, catering, domestic, janitorial or other staff of every and any description.

(ii) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

(iii) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(iv) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituting or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same."

*M. I. Sagers*  
CHAIRMAN

PRESENTED BY: TOUCHE ROSS & CO., Hill House, 1 Little New Street, London EC4A 3TR

' Company No. 2948772

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

TILLIAN LIMITED

19 SEPTEMBER 1994

At an Extraordinary General Meeting of the above Company duly convened and held at 18 Grosvenor Street, London W1X 9FD on 19 September 1994 the subjoined resolutions were duly passed as Elective Resolutions:-

ELECTIVE RESOLUTIONS

1. "THAT, pursuant to section 366A of the Companies Act 1985, the holding of the Company's Annual General Meetings be and is hereby dispensed with."
2. "THAT, pursuant to section 252 of the Companies Act 1985, the laying of Accounts and Reports before the Company in General Meeting be and is hereby dispensed with."
3. "THAT pursuant to section 386 of the Companies Act 1985, the obligation to appoint Auditors annually be and is hereby dispensed with."

  
CHAIRMAN

PRESENTED BY: TOUCHE ROSS & CO., Hill House, 1 Little New Street, London EC4A 3TR



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

TILLIAN LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution as a special resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company, duly convened and held:

SPECIAL RESOLUTION

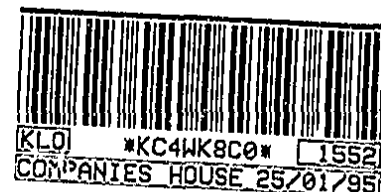
THAT the articles of association of the Company be altered by the deletion of article 6 and the substitution for it of the following new article 6:

"The Directors shall be obliged to register any transfers of shares whether fully paid or not, provided that any such transfer has been made in accordance with the provisions of these articles and the Act."

Dated 10 January 1995

Signed 

For and on behalf of Arcadian International Plc



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TILLIAN LIMITED

1. The Company's name is TILLIAN LIMITED.
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:-

\*(A)(i) To carry on business as owners, managers, proprietors and operators of an hotel, group of hotels, leisure facility or centre, sports facilities or boarding lodges of all kinds, and to provide such managerial, catering, domestic, janitorial or other staff of every and any description.

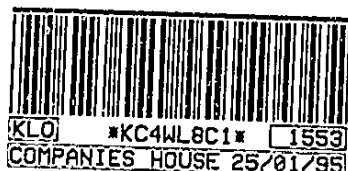
(ii) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

(iii) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.


(iv) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituting or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

\* Clause 3(A) was adopted by Special Resolution passed on 12 August 1994.



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- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) 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 at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To lend and advance money or give credit on any terms and with or without security to any person, firm or Company (including without prejudice to the generality of the foregoing any holding Company, subsidiary or fellow subsidiary of, or any other Company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or Company (including without prejudice to the generality of the foregoing any such holding Company, subsidiary, fellow subsidiary or associated Company as aforesaid).
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees
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(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as it may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or Corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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 generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such Company.

(P) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(Q) 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 carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, 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 for such consideration as the Company may think fit.

(S) To amalgamate with any other Company whose objects are to include objects similar to those of this 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 such other 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 such Company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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.

(U) 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, trustees, sub-contractors or otherwise.


(V) To do all such things as are incidental or conducive to the above objects or any of them

and it is hereby declared that in the construction of this Clause the word "Company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.



We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
Reginald Frank Hill Hill House 1 Little New Street London EC4A 3TR	One
Michael Terry Saggars Hill House 1 Little New Street London EC4A 3TR	One
Total Number of Shares taken up	Two

Dated the 5th day of July 1994

WITNESS to the above Signatures:

B R Millar  
Crwys House  
33 Crwys Road  
Cardiff CF2 4YF





Company No. 2948772

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TILLIAN LIMITED

PRELIMINARY

1. The Companies Act 1985 is hereinafter referred to as "the Act". Subject as hereinafter provided, the regulations in Table 'A' in The Companies (Tables A-F) Regulations 1985 shall apply to the Company and such Table is hereinafter referred to as 'Table A'.
2. Clauses 64, 73 to 78 and 80 of Table A shall not apply to the Company.

ALLOTMENT OF SHARES

3. Sub-sections (1) to (6) of Section 90 of the 'Act' shall not apply.
4. Subject to the above Clause the Directors are unconditionally authorised to allot shares in the capital of the Company to such persons, at such times and generally on such terms and conditions as they think proper up to the amount of authorised but unissued share capital during a period of five years following incorporation.

LIEN

5. The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 8 the words 'not being a fully paid share' shall be omitted.

TRANSFER OF SHARES

- 6.\* The Directors shall be obliged to register any transfers of shares whether fully paid or not, provided that any such transfer has been made in accordance with the provisions of these articles and the Act.

\* Adopted by Written Resolution of the Sole Member passed on 10 January 1995.




### GENERAL MEETINGS AND RESOLUTIONS

7. In Clause 46 sub-clause (b) 'one Member' shall be substituted for the words 'two Members'.
8. Clause 40 shall be read and construed as if the words 'at the time when the Meeting proceeds to business' were added at the end of the first sentence.

### VOTES OF MEMBERS

9. In Clause 54 the words 'or by Proxy' shall be inserted after the word 'person'.

### DIRECTORS

10. Unless the Company in general meeting determines otherwise, there shall be no maximum number of Directors; the minimum number of Directors shall be one.
  11. In addition to the provisions of Clauses 65 to 69 an appointment of an alternate Director may also be revoked at any time by a resolution of the Directors or by an Ordinary Resolution of the Company in general meeting.
  12. The last two sentences of Clause 79 shall not apply to the Company.
  13. The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
  14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 shall be modified accordingly.
  15. The following sentence shall be added to Clause 89 of Table A:-  
  
"Any Director or alternate Director who attends a meeting of the Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of the Articles and shall be counted in the quorum accordingly."
  16. In the event that only one Director holds office such sole Director shall have authority to exercise all powers which are provided by Table A or these Articles.
  17. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Clauses 94 and 95 shall not apply.
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### POWERS AND DUTIES OF DIRECTORS

18. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may notwithstanding the provisions of Section 80 of the Act issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

### INDEMNITY

19. (a) Every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

### FIRST DIRECTOR AND SECRETARY

20. The first Director and Secretary of the Company shall be the persons named as such in the statement delivered under Section 10 of the Act.

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Names and Addresses of Subscribers

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Reginald Frank Hill  
Hill House  
1 Little New Street  
London EC4A 3TR

Michael Terry Saggars  
Hill House  
1 Little New Street  
London EC4A 3TR

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Dated the 5th day of July 1994

WITNESS to the above Signatures:-

B R Millar  
Crwys House  
33 Crwys Road  
Cardiff CF2 4YF

*[Handwritten signature]*