

09 - 03 - 96

FILE COPY



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

Company No. 3171064

The Registrar of Companies for England and Wales hereby certifies that
INN BUSINESS (MARR) LIMITED

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

Given at Companies House, London, the 6th March 1996



N031710649

S. Bashay

For The Registrar Of Companies



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

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G

COMPANIES FORM No. 12

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

12

Please do not
write in
this margin

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

To the Registrar of Companies

For official use

For official use

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

[] [] [] []

3171064

Name of company

* INN BUSINESS (MARR) LIMITED

* Insert full
name of Company

I, GORDON HAIG BROUGH
of THE BROUGH SKERRETT LAW PARTNERSHIP
ONE DYERS BUILDINGS
LONDON, EC1N 2SX

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~X~~Solicitor engaged in the formation of the company ~~†~~
~~XXXXXX~~ person named as director or secretary of the company in the statement delivered to the registrar
~~XXXXXX~~ under section 10(2)† 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 Compton Carr

Declarant to sign below

6 Dyers BuildingStallhorn EC1N 2JTthe 16th day of MarchOne thousand nine hundred and NINETY SIXbefore me [Signature][Signature]

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

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

THE BROUGH SKERRETT LAW
PARTNERSHIP, ONE DYERS
BUILDINGS, LONDON
EC1N 2SX
CM/TF/UNI730.11

For official Use

New Companies Section

Post room

Jordan & Sons Limited

Jordans

21 St Thomas Street, Bristol BS1 6JS Tel 0272 230600 Telex 449119

2.09

09 - 03 - 96

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

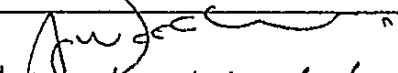

CD		
	STEPHEN DAVID	
	LAMBERT	
AD	FERNLEY, 84 NEWMARKET ROAD	
	Post town	NORWICH
	County/Region	NORFOLK
	Postcode	NR2 2LB
	Country	ENGLAND
DO	1 7 1 0 5 1	Nationality NA BRITISH
OC	CHARTERED ACCOUNTANT	
OD	SEE LIST OF DIRECTORSHIPS	
	ATTACHED	
I consent to act as director of the company named on page 1		
Signed		Date 6.03.96

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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.

Signed		Date 6.3.96
Signed		Date 6.03.96
Signed		Date
Signed		Date
Signed		Date
Signed		Date

09-03-96

Printed and supplied by

JORDANS

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS
Tel: 0272 230600 Telex 449119

APPROVAL NUMBER CHA13

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 3171064

For official use ☐

INN BUSINESS (MARR) LIMITED

Registered office of the company on
incorporation.

☒ RO UNIT H1, TINGEWICK INDUSTRIAL ESTATE,
TINGEWICK ROAD

Post town BUCKINGHAM

County/Region BUCKINGHAMSHIRE

Postcode MK18 1GD

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.

☐

Name THE BROUGH SKERRETT LAW PARTNERSHIP

☒ RA ONE DYERS BUILDINGS

Post town LONDON

County/Region

Postcode EC1N 2SX

Number of continuation sheets attached

2

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

THE BROUGH SKERRETT LAW PARTNERSHIP

ONE DYERS BUILDINGS

LONDON

Postcode EC1N 2SX

Telephone 0171 814 9195

Extension

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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

IAN ANDREW

JONES

AD

6 PAGES CROFT

Post town BERKHAMPTSTEAD

County/Region HERTFORDSHIRE

Postcode HD4 1BX

Country ENGLAND

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

Signed



Date 6th March 1996

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.

Date of birth

Business occupation

Other directorships

* Voluntary details

CD

ALAN MARCHANT

JACKSON

AD

WOODROW FARM, WIGGINTON

Post town TRING

County/Region HERTFORDSHIRE

Postcode HP23 6HT

Country ENGLAND

DO

1 0 8 4 3

Nationality NA BRITISH

OC

COMPANY DIRECTOR

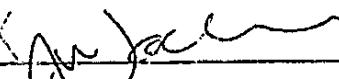
OD

SEE LIST OF DIRECTORSHIPS

ATTACHED

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

Signed



Date 6.3.96

Consent signature

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LIST OF DIRECTORSHIPS

ALAN MARCHANT JACKSON

1. Inn Business Property Limited
2. The Greenalls Group Plc
3. Inn Business Group Plc
4. Inn Business Limited
5. The Wiltshire Brewery Investments Limited
6. The Wiltshire Brewery (Trading) Limited
7. The Pitfield Brewery Company Limited
8. The Wiltshire Brewery Property Company Limited
9. United Breweries Limited
10. Chainmaker Beer Company Limited
11. MA Pardoe's Steak and Ale Houses Limited
12. Bunker Beverage Company Limited
13. Marr Holdings Limited
14. Marr Taverns Limited
15. Marr Trustees Limited

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LIST OF DIRECTORSHIPSSTEPHEN DAVID LAMBERT

1. The Wiltshire Brewery Investments Limited
2. Inn Business Limited
3. Chainmaker Beer Company Limited
4. The Pitfield Brewery Company Limited
5. MA Pardoe's Steak and Ale Houses Limited
6. United Breweries Limited
7. Bunker Beverage Company Limited
8. The Wiltshire Brewery (Trading) Limited
9. Inn Business Property Limited
10. Inn Business Group Plc
11. The Wiltshire Brewery Property Company Limited
12. Marr Holdings Limited
13. Marr Taverns Limited
14. Marr Trustees Limited

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3171064

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22-FEB-96



MEMORANDUM OF ASSOCIATION

of

INN BUSINESS (MARR) LIMITED

Company Number:

THE BROUGH SKERRETT LAW PARTNERSHIP
ONE DYERS BUILDINGS
LONDON EC1N 2SX
TEL: 0171 814 9195
FAX: 0171 814 9196

N/INC - £200
BOS 012846
(In...)

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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

INN BUSINESS (MARR) LIMITED

1. The Company's name is "INN BUSINESS (MARR) LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (1) Primarily, but without prejudice to the other objects of the Company, to carry on business as a general commercial company.
 - (2) To carry on business as manufacturers of and dealers both wholesale and retail in and storers, hirers, carriers, exporters and importers of goods and merchandise of all kinds and merchants generally and to carry on any other business which can be advantageously or conveniently carried on by the Company and which is calculated directly or indirectly to benefit the Company or to enhance the value or render profitable any of the Company's property or rights;
 - (3) To acquire and hold, either in name of the Company or in that of any nominee, businesses and properties of all kinds, shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company whether incorporated or not and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof and to provide managerial, executive, supervisory and consultancy services for or in relation to any company or business or property in which the Company is interested upon such terms as may be thought fit;

- (4) To establish agencies and branches and appoint agents for the purpose of the Company's business in the United Kingdom and abroad and to regulate and discontinue the same,
- (5) To enter into any arrangements with any government, municipal, local or other authority that may seem conducive to the attainment of any of the Company's objects and to obtain from any such authority any rights, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges or concessions;
- (6) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, commission, right or privilege which any government or authority or corporation or other public body may be empowered to grant and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's shares, debentures or other securities and assets, to defray the necessary costs, charges and expenses thereof;
- (7) To apply for, promote and obtain any Provisional Order or Act of Parliament to enable the Company to carry any of its objects into effect or to effect any modification of the Company's constitution and to assist in procuring improvements in the law and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest;
- (8) To acquire and undertake in any way whatever the whole or any part of the trade, business, property and liabilities of any person or company carrying on any trade or business that the Company is authorised to carry on or that is analogous thereto, or possessed of property suitable for the purposes of the

Company, or to acquire an interest in, amalgamate with, or enter into partnership, or any arrangement for sharing profits, union of interests, reciprocal concession, co-operation, or mutual assistance with any such person or company and to give or accept by way of consideration for any of the things aforesaid, or property acquired or conveyed or handed over, any shares, stock, debentures, debenture stock or securities, that may be agreed on; to enter into membership of any trade union or association or federation of employers or professional association and to pay any dues, subscriptions, levies or other payments in connection therewith;

- (9) To purchase, take on feu, lease or in exchange, hire or otherwise acquire in any way whatever, any property, heritable or moveable, real or personal and to sell, feu, let on hire, improve, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the land, property and rights of the Company;
- (10) To erect, buy, lease or otherwise acquire or provide such factories, warehouses, offices and other buildings, to manufacture, furnish, fit up and erect such machinery and to construct such other works and conveniences as may be deemed necessary for the purposes of the Company or any of them, and to alter, improve, extend, add to, maintain, repair, rebuild, replace, or remove the same and generally, from time to time, to provide all requisite accommodation and facilities for the purposes of the Company;
- (11) To sell, dispose of, or transfer any part or the whole of the rights, businesses, property, and undertaking of the Company or any branch or part thereof in consideration of payment in cash or in shares or stocks, or in debentures or other securities of any other company, or in one or other or in all such modes of payment, or for such other consideration as may, by the Directors, be deemed proper and to promote any other company anywhere in the world for the purpose of carrying on any business which the Company is authorised to

carry on, or for acquiring all or any of the property rights or liabilities of the Company, or for any other purpose which may be deemed likely to promote or advance the interests of the Company;

- (12) To apply for, secure by grant, legislative enactment, assignment or transfer, purchase, hire, licence or otherwise acquire any patents, trade names, trade marks, designs, copyrights, licences, concessions and the like, or any secret or other information as to any invention, process, matter or thing which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop or grant licences in respect thereof, or otherwise turn to account, the property and rights so acquired, or to sell and dispose of the same;
- (13) To pay for any property or business or services rendered or to be rendered in shares (to be treated as either wholly or partly paid up) or in debentures or debenture stock or in loan stocks, convertible or otherwise, and partly in cash or partly in one mode and partly in others;
- (14) To invest, lend or otherwise deal with the moneys of the Company on such securities or in the stock, shares, debentures, mortgages, loans or bills of government or local authorities, or public or other companies, whether in the United Kingdom or abroad, and in such manner as the Directors may from time to time determine, and to vary and realise the same and to convert accumulated reserves or revenue into capital;
- (15) To borrow money on such terms as the Directors shall think fit and to give security for the payment thereof or for the performance of any other obligations or liabilities of the Company, and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any person or company including without prejudice to the generality of the

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foregoing any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined in Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such guarantees to assign, dispose, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital;

- (16) To promote any company or companies, or to place or assist in placing or guaranteeing the placing of or underwriting any shares in any company for the purpose of acquiring all or any of the property and liabilities of the Company and to form any subsidiary company, in any part of the United Kingdom or in any other part of the world, necessary or convenient for carrying out any of the objects of the Company, or which may seem, directly or indirectly, calculated to benefit the Company;
- (17) To pay all the expenses of or relating to the formation, incorporation and registration of the Company or any subsidiary or associated company in any part of the world;
- (18) To enter into such insurance or assurance contracts and to insure all or any of the assets of the Company against such risks and for such sums as the Directors shall deem appropriate and to enter mutual insurance, indemnity or protection associations, to establish an insurance fund out of the profits of the Company and to insure the Company and its Directors, servants, agents and others against claims for compensation and damages by mutual insurance or otherwise and also to enter into policies of assurance assuring the Company or others against loss through death or invalidity of or accident to any Director or servant or agent of the Company,

- (19) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or Directors or past employees or Directors of the Company or of its predecessors in business, or the dependants or connections of any such persons; to grant pensions or gifts to Directors, ex-Directors and/or employees or their relatives and to join in any public or local subscription proposed to be raised for any charitable, religious, patriotic, political, benevolent business or other purpose;
- (20) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or which is allied to or associated with the Company or with any such subsidiary company, either by substantial common shareholdings or one or more common directors or which is the holding company of the Company, 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 interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with or through the holding company (if any) of the Company or in conjunction with or through any such other company as aforesaid;
- (21) To remunerate, as the Directors may decide, the officers, servants and agents of the Company and others out of, or in proportion to, the returns or profits of the Company or of any particular business carried on by it or otherwise as the Directors may deem proper and for that purpose to enter into any arrangements they may think fit;

- (22) To distribute among the members in kind 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;
- (23) To cancel or accept surrender of any share or shares of any member or members for any reasons and on any terms and conditions and as and when the Directors in their absolute discretion think fit, with or without any continuing liability attaching to such member or members, and to pay up any uncalled or unpaid capital in respect of such share or shares so cancelled or surrendered, all however so far only as can be lawfully done;
- (24) To do all or any of the above things as principals, agents, trustees, contractors, sub-contractors, licensees, concessionaires or otherwise and by or through trustees, agents, sub-contractors, licensees, concessionaires or otherwise and either alone or in conjunction with others and to act as agents, licensees, concessionaires, trustees, nominees or otherwise for any person or company and to undertake and perform sub-contracts and to appoint agents, attorneys or factors for the Company;
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them; provided always that nothing herein contained shall empower the Company to carry on, save as agents for others, the business of life, accident, fire, employers' liability, industrial, motor, or other insurance or re-insurance within the meaning of the Insurance Companies Act 1974 or any Act amending, extending or re-enacting the same;

The objects set forth in any paragraph 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 to or restricted by reference to or influence from any other object or objects set forth in such

paragraph or from the terms of any other paragraph or by the name of the Company. None of such paragraphs 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 paragraph but the Company shall have full power to exercise all or any of the powers or to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said paragraphs. In this clause the word "company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.
5. The Company's Share Capital is £100 divided into 100 Ordinary Shares of £1 each with power, subject to the provisions of the Companies Act 1985 or any Act amending the same, to increase or reduce the Capital to purchase the Company's own shares and to consolidate, sub-divide, or otherwise deal with the shares forming the Capital and to convert paid-up Ordinary Shares into Stock and re-convert that Stock into paid-up Preference Shares, redeemable or irredeemable; the Shares forming the Capital (original, increased or reduced) may be divided into such shares, with such liens, preference and other special incidents and held on such terms as may be prescribed by the Company's Articles of Association for the time being, or as the Company may from time to time determine in accordance with the said Act


I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.-

09-03-96

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NAME AND ADDRESS
TAKEN
OF SUBSCRIBER

NUMBER OF SHARES
BY THE SUBSCRIBER



DIRECTOR

For and on behalf of
Inn Business Group Plc
Unit H1, Tingewick Industrial
Estate, Tingewick Road,
Buckingham MK18 1GD


1

Total shares taken

1

Dated this 6th day of March Nineteen hundred and ninety-six

Witness to the above signature:-


Clare Murray
One Dyers Buildings
London
EC2N 2SX
Trainee Solicitor

09 - 03 - 96

CM/TF/2
UN1730/0011/ARTS.DOC
22-FEB-96

ARTICLES OF ASSOCIATION

of

INN BUSINESS (MARR) LIMITED

Company Number:

09 - 03 - 96

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

INN BUSINESS (MARR) LIMITED

PRELIMINARY

1. The Regulations of the Company shall be those contained in Table A specified in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 save insofar as they are excluded or modified hereby or inconsistent herewith and said Table A is hereinafter referred to as "Table A".
2. Regulations 8, 24, 40, 59, 64, 73, 74, 75, 76, 77, 79, 80 and 93 of Table A shall not apply to the Company.

SHARES

3. The share capital of the Company as at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.
4. (a) Subject to this Article the directors are unconditionally authorised for the purposes of section 80 of the Act to allot shares up to the amount of the authorised share capital of the Company as at the date of adoption of these Articles to such persons at such times and generally on such terms and conditions as the directors think proper provided that such authority shall only insofar as the Company in general meeting shall not have varied renewed or revoked the same and provided that such authority may only be exercised during the period of five years commencing on the date of adoption of these Articles or during any further period of renewal of the authority conferred by this Article, whichever is the

later.

- (b) In accordance with section 91 of the Act section 89(1) and section 90(1) to (6) (inclusive) shall be excluded from applying to the Company.
5. The Company shall be a private company limited by shares in the sense of section 1 of the Act. No invitation shall be made to the public to subscribe for any shares or debentures of the Company and the Company and its directors, officials, agents and all others acting on its behalf are hereby prohibited from making any such invitation to the public.
6. Where any renounceable allotment letters or other renounceable documents are issued by the Company in respect of the issue or offer of any shares, the directors may at their discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

LIEN

7. The Company shall have a first and paramount lien on every share for (i) all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and (ii) for all moneys presently payable by the registered holder thereof or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all rights attaching thereto and all dividends and sums payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

8. All transfers of shares must:-
- (a) be lodged at the registered office or such other place as the directors may appoint

and be accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and

(b) be in respect of one class of shares only, and

(c) be in favour of not more than one transferee.

Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares to the effect that such shares or any of them be allotted or issued to or registered in name of some person other than himself shall for the purpose of these Articles be deemed to be a transfer of shares.

9. All transfers of shares shall require the approval of the directors but the directors may in their absolute discretion and without assigning any reason therefore refuse to register any transfer of any share whether or not it is fully paid.

GENERAL MEETINGS

10. No business shall be transacted at any general meeting of the Company unless the requisite quorum shall be present. One member present and entitled to vote shall be a quorum for all purposes.
11. In paragraph (b) of Regulation 46 of Table A the words "one or more" shall be substituted for the words "at least two". Paragraphs (c) and (d) of said Regulation 46 shall be omitted.
12. On a poll votes may be given either personally or by proxy. A member may appoint only one proxy in respect of his entire holding of each class of shares in the Company

13. (a) Notwithstanding any provision to the contrary in these Articles or in Table A, in circumstances where the Company has only one member, that member present in person or by proxy shall be a quorum.
- (b) A single member shall, upon taking a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting (unless that decision is taken by way of written resolution or unanimous assent), provide the Company with a written record of that decision.
- (c) For so long as the Company is a single member Company, all provisions of these Articles and of Table A shall be construed so as to be consistent with the Company only having one member.
- (d) If, for any reason, the number of members of the Company increases beyond one and for so long as the number of members is more than one, the provisions of this Article shall not apply.

DIRECTORS

14. (a) Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and there may be a sole director. A sole director shall have authority to exercise all the powers and discretion by Table A or these Articles expressed to be vested in the directors generally and Regulations 89 and 90 of Table A shall be modified accordingly.
- (b) The holders of a majority in nominal value of the issued shares in the Company shall be entitled at any time and from time to time to appoint any person to be a director of company and at any time to remove from office any director of the Company. Every such appointment or removal shall be effected by an instrument

or instruments in writing signed by the holders effecting the same or, in the case of a body corporate, by any one member of its board of directors or other governing body which instrument or instruments shall be lodged at the registered office of the Company and shall take effect as at the time of such lodgement and any such removal shall be without prejudice to any claims which a director so removed may have for damages for breach of any contract of service between him and the Company.

BORROWING POWERS

15. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount and mortgage or charge the undertaking, property and uncalled capital of the Company or any part thereof as security for any debt, liability or obligation of the Company or of any third party and that upon such terms and in such manner as they think fit.

PROCEEDINGS OF DIRECTORS

16. (a) A resolution in writing of all the directors for the time being entitled to receive notice of meetings of directors shall be as valid and effective as if it had been passed at a meeting of the directors duly convened and held, any may consist of several documents (including a telex, facsimile, cable or telegram) each accurately stating the terms of the resolution and each signed by or emanating from one or more of the directors.
- (b) Any director may participate in a meeting of directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed

to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

17. Where the Company, having only one member, enters into a contract (other than a contract entered into the ordinary course of the Company's business) with the sole member of the Company and such sole member is also a director of the Company the terms of such contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of directors following the making of the contract.
18. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors.
19. The directors shall not be liable to retirement by rotation and Regulations 78 and 84 of Table A shall be varied accordingly.
20. There shall be added to the end of Regulation 87 of Table A the following:-

"The directors may similarly provide such benefits and make such contributions and payments for any person who is a director of and who has held but no longer holds any executive office or employment with any other company the directors of which the Company is authorised by its Memorandum of Association to benefit notwithstanding that he may be or have been a director of the Company".
21. Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are

or were at any time directors, officers, employees or auditors or trustees of any retirement benefit scheme or employee share scheme of the Company, or any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company or subsidiary undertaking and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purpose of this Article 'subsidiary undertaking' shall have the meaning ascribed to it by section 258 of the Companies Act 1985.

NAME AND ADDRESS OF THE SUBSCRIBER



.....
DIRECTOR

For and on behalf of
Inn Business Group Plc
Unit H1, Tingewick
Industrial Estate, Tingewick
Road, Buckingham, MK18 1GD

Dated this 6th day of March Nineteen hundred and Ninety-six

Witness to the above signature:-

Clare Murray
Clare Murray
One Dyers Buildings
London