

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

HILLMART LIMITED

COMPANY NO. 3305786

Passed the 11th day of APRIL 1997

At an Extraordinary General Meeting of the above named Company duly convened and held at 4 NORTON STREET on the 11th day of APRIL 1997 the MANCHESTER undermentioned Resolution was duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That the following clause be inserted as clause 3(A) in the Memorandum of Association of the Company and the existing clause 3(A)(i)-(iii) inclusive be deleted:-

3(A)(i) To carry on business as proprietors of hotels, motels, guesthouses, restaurants, snack bars and tea rooms, caterers, licenced victuallers, wine and spirit merchants, bakers, confectioners, pastry cooks, sweet manufacturers, butchers, fishmongers, fruiterers, greengrocers, dairymen, gardeners, food and provision dealers; hairdressers, manicurists, garage, cab, coach and omnibus proprietors, carriers, electricians, furniture makers, upholsterers, builders, painters and decorators, newsagents, booksellers and dealers in stationery, toilet goods, fancy goods, toys, greeting cards, wood and every kind of article of personal use or ornament.

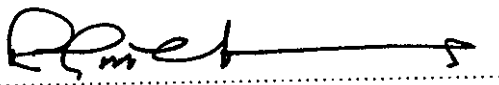
(ii) To carry on business as proprietors of ballrooms, cinemas, theatres, concert halls, public halls, swimming or Turkish baths, exhibition rooms, lecture rooms and any other halls, rooms or places which can be used for providing amusements, recreation, competitions and sports.

(iii) To promote, organise and provide conferences, entertainments, recreations,



competitions and gaming activities and sports and to carry on business as theatrical and entertainment agents.

- (iv) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, insurance, forwarding and general agents, aircraft and shipowners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau, and baggage transport and arranging and operating tours.
2. That the Company revokes its present Articles of Association and replaces them with the Articles now produced and adopted herewith a copy of which is marked 'A' and signed by the Chairman for the purposes of identification.
3. That in respect only of the Allotment of New Shares in the Company pursuant to the Share Purchase Agreement a copy of which is marked 'B' and signed by the Chairman for the purposes of identification Article 2 of the Articles of Association marked 'A' does not apply.



CHAIRMAN

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

MEMORANDUM OF ASSOCIATION

OF

HILLMART LIMITED

1. The Company's name is "HILLMART LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) (i) To carry on business as proprietors of hotels, motels, guesthouses, restaurants, snack bars and tea rooms, caterers, licences victuallers, wine and spirit merchants, bakers, confectioners, pastry cooks, sweet manufacturers, butchers, fishmongers, fruiterers, greengrocers, dairymen gardeners, food and provision dealers; hairdressers, manicurists, garage, cab, coach and omnibus proprietors, carriers, electricians, furniture makers, upholsterers, builders, painters and decorators, newsagents, booksellers and dealers in stationery, toiler goods, fancy goods, toys, greeting cards, wood and every kind of article of personal use ornament.
 - (ii) To carry on business as proprietors of ballrooms, cinemas, theatres, concert halls, public halls, swimming or Turkish baths, exhibition rooms, lecture rooms and any other halls, rooms or places which can be used for providing amusements, recreation, competitions and sports.

- (iii) To promote, organise and provide conferences, entertainments, recreations, competitions and gaming activities and sports and to carry on business as theatrical and entertainment agents.
 - (iv) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, insurance, forwarding and general agents, aircraft and shipowners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, and generally to facilitate travelling, and to provide for tourist and travellers or promote the provisions of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau, and baggage transport and arranging and operating tours.
- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly or enhance the value of or render profitable any of the property or rights of the Company.
- (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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (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 in such manner as the Company shall think fit 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) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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 assurances. 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 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.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal 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 both such methods, the performance of the obligations and the payment of the capital of principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.

- (I) 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, 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 for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also 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 for any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) 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.
- (L) 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.

- (M) 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.
- (N) 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 or securities of and to subsidise or otherwise assist any such company.
- (O) 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 and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) 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 or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant 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.

- (R) To amalgamate with any other company whose objects are or 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 other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (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 give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.
- (V) 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 along or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5.* The Company's share capital is £100 divided into 10 share of £1 each.

* By Ordinary Resolution passed on the 18th day of February 1997 the Company's share capital was increased to £10,000,000 divided into 10,000,000 shares of £1 each.

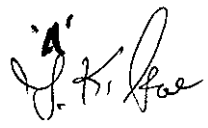
We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
LONDON LAW SERVICES LIMITED Temple Chambers Temple Avenue London EC4Y 0HP	One
LONDON LAW SECRETARIAL LIMITED Temple Chambers Temple Avenue London EC4Y 0HP	One
Total Shares taken	Two

Dated the 15th day of January 1997

Witness to the above Signatures:-

COLIN A LAY
Temple Chambers
Temple Avenue
London
EC4Y 0HP



COMPANY NO. 3305786

THE COMPANIES ACTS 1985 AND 1989

PRIVATE

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HILLMART LIMITED

(incorporating amendments made on
or before 11th April 1997)

- 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 (hereinafter called "Table A") shall apply to this Company save insofar as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.
- 2 By virtue of section 91 of the Companies Act 1985 (the "Act" and any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force) the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the Company. All Shares (as hereinafter defined) shall, before issue, be offered on identical terms to the holders of the existing issued Shares in proportion, as nearly as circumstances admit (but fractions being disregarded), to the number of Shares held by them. The offer shall be made by notice specifying the number of Shares which are offered and their price and limiting the time (but subject to a minimum of 14 days) within which the offer, if not accepted, shall be deemed to have been declined.
- 3 The share capital of the Company is £10,000,000 divided into 10,000,000 ordinary shares of £1 each (the "Shares").

- 4 The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.
- 5.1 Save as hereinafter provided in this paragraph it shall be obligatory for the Directors to register any duly stamped transfer of a share made pursuant to or permitted by the following paragraphs of this Article and it shall also be obligatory for the Directors to refuse to register any transfer not so made or permitted. The Directors may decline to register any transfer of a share on which the Company has a lien. If the Directors refuse to register a transfer, they shall within two weeks after the date on which the transfer was lodged with the Company send to the transferor notice of the refusal, including full particulars of the reasons why such registration has been refused.
- 5.2 Except in the case of a transfer of a share or of an interest in a share which is expressly authorised by the following provisions of this Article no share or interest in any Share (whether or not a beneficial interest) may at any time be transferred to any person unless and until the rights or pre-emption hereinafter conferred shall be exhausted.
- 5.3 In the event of any Member (including any person or persons entitled to any share or an interest therein in consequence of the death or bankruptcy of any person) wishing to dispose of any Share(s) or an interest in any Share(s) in the Company such Member (hereinafter called "the Transferor") shall give notice in writing (hereinafter called "the Transfer Notice") to the Directors of the Company that he desires to transfer the same. A Transfer Notice shall specify the number of Shares the Transferor desires to transfer or in which he desires to transfer an interest (such Shares in each case being hereinafter referred to as "the Sale Shares"). A Transfer Notice may contain a provision that unless all of the Sale Shares are sold by the Company pursuant to the following provisions of this Article none shall be so sold and such provision shall be binding on all persons. A Transfer Notice shall constitute the Company the Transferor's agent for the sale of the Sale Shares (together with all rights attached thereto at the date of receipt of the Transfer

Notice) according to the provisions hereinafter set out in this Article;

- 5.4 (a) The Company shall by notice (the "Notice") in writing within 14 days of the price for the Sale Shares being agreed or determined pursuant to Articles 5.5 to 5.7 inclusive invite Mr Timothy Kilroe ("Mr Kilroe") and his spouse to apply in writing to the Company within 21 days of the date of despatch of the Notice (which date shall be specified therein) for such maximum number of the Sale Shares as each of them shall specify in such application;
- (b) If Mr Kilroe or his spouse shall fail to make applications for all or any of the Sale Shares specified in paragraph 5.4(a) above then forthwith upon the expiry of the period of 21 days referred to in paragraph 5.4(a) above the Company shall by Notice invite each member holding Shares (other than Mr Kilroe or his spouse) to apply in writing to the Company within 21 days of the date of despatch of the Notice (which date shall be specified therein) for such maximum number of the Shares (other than any applied for by Mr Kilroe and his spouse) as he shall specify in such application;
- 5.5 The price to be paid for each of the Sale Shares shall be a sum equal to the open market value of the Sale Shares (determined in the manner referred to below) divided by the number of Sale Shares. Open market value means the price which the Sale Shares might reasonably be expected to fetch on a sale by private treaty and at arm's length by a willing vendor in the open market to a single purchaser possessed of all information which a prudent prospective purchaser of such issued share capital might reasonably require. In determining the open market value no account shall in any circumstances be taken of the restrictions on the transfer of shares prescribed in this Article or of the fact that the Sale Shares may represent a minority interest;
- 5.6 The price for the Sale Shares shall be agreed between the Transferor and Directors of the Company in accordance with paragraph 5.5 above of this Article. Provided however that if the Transferor and Directors shall be unable to agree within 30 days of the date of the Transfer Notice an independent Chartered Accountant (appointed as hereinafter provided)

shall be asked to certify acting as an expert and not as an arbitrator the price for the Sale Shares calculated in the manner aforesaid. As soon as the Company receives the Accountant's Certificate (which the Company shall use its best endeavours to ensure is completed within 30 days of the Accountant being appointed) it shall furnish a certified copy thereof to the Transferor;

- 5.7 The independent Chartered Accountant to be appointed for the purposes of paragraph 5.6 above shall be appointed by agreement between the Transferor and the Directors. Provided however that if the Transferor and the Directors shall be unable to agree within 14 days of the expiry of the period referred to in paragraph 5.6 the President for the time being of the Institute of Chartered Accountants shall appoint the independent Chartered Accountant (upon the application of either the Transferor or the Directors). The costs of the independent Chartered Accountant's appointment (however appointed) and of his Certificate shall be borne by the Transferor and the transferees in equal shares;
- 5.8 If within the periods specified in paragraphs 5.4(a) and (b) above application shall have been received by the Company for all or (except where the Transfer Notice provided otherwise) any of the Sale Shares pursuant to paragraph 5.4 the Directors shall allocate the Sale Shares (or so many of them as shall be applied for as aforesaid) to and amongst first the applicants referred to in paragraph 5.4(a) above and in case of competition pro rata as nearly as possible according to the nominal value of the Shares in the Company (as if they constituted one class of share) of which they are registered as holders and secondly the applicants referred to in paragraph 5.4(b) and in case of competition pro rata as nearly as possible according to the nominal value of the Shares in the Company of which they are registered as holders provided that no applicant shall be obliged to take more than the maximum number of Sale Shares specified by him as aforesaid. The Company shall forthwith give notice of such allocations (hereinafter called "an Allocation Notice") to the Transferor and to persons to whom the Sale Shares have been allocated and shall specify in such Allocation Notice the place and time (being not earlier than 14 and not later than 28 days after the date of the Allocation Notice) at which the sale of the Sale Shares so allocated shall be completed;

5.9 The Transferor shall be bound against receipt of the purchase price in respect thereof to transfer the Sale Shares comprised in an Allocation Notice to the purchaser or purchasers named therein at the time and place therein specified and if he shall fail to do the Chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed the attorney of the Transferor with full power to execute complete and deliver in the name and on behalf of the Transferor transfers of the Sale Shares to the purchaser or purchasers thereof against payment of the price to the Company and the purchaser or purchasers shall be deemed to have been obtained a good quittances for such payment and on the execution and delivery of the transfer duly stamped the purchaser or purchasers shall be entitled to have his or their name(s) entered in the Register of Members as the holder by transfer of the Sale Shares comprised in such transfer. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Transferor.

5.10 During the three months following the expiry of the period of 21 days referred to in paragraph 5.4(b) of this Article the Transferor shall be at liberty to transfer to any person and at any price (not being less than the price fixed under paragraph 5.6 of this Article) any Sale Shares not allocated by the Directors in an Allocation Notice provided that if the Transferor stipulated in his Transfer Notice that unless all the Sale Shares comprised therein were sold pursuant to this Article none should be so sold the Transferor shall not be entitled (save with the written consent of all the other members of the Company) to sell hereunder only some of the Sale Shares comprised in his Transfer Notice;

5.11 The Directors shall on receipt of the written agreement of the holders of the whole of the issued share capital of the Company register a transfer of shares notwithstanding that the regulations contained in paragraphs 5.2 to 5.10 inclusive of this Article shall not have been complied with and shall notwithstanding the aforesaid register any duly stamped transfer Shares, Shares permitted by paragraph 5.12;

5.12 (a) For the purpose of this paragraph:

(I) "Privileged Person" means Mr Kilroe the spouse (or widow) of Mr

Kilroe, Mr Kilroe's personal representatives and Mr Kilroe's lineal descendants;

(ii) "Family Trust" means a trust (whether arising under a settlement, declaration of trust, testamentary disposition or on an intestacy) for the benefit of Mr Kilroe or a Privileged Person;

(b) A member may at any time transfer all or any of the shares held by him:

(I) to a Privileged Person; or

(ii) to trustees to be held upon a Family Trust and the provisions of Articles 5.2 and 5.3 shall not apply;

(c) Where shares are held by trustees upon a Family Trust:

(I) such shares may on any change of trustees be transferred to the new trustees of that Family Trust;

(ii) such shares may at any time be transferred to any person to whom under paragraph (b) the same could have been transferred and the provisions of Articles 5.2 and 5.3 shall not apply;

5.13 Regulations 29 to 31 (inclusive) of Table A shall apply.

6 The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.

- 7 Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or (in either case) is present by proxy shall have one vote for every one pound in nominal amount of Shares in the capital of the Company of which that member is the holder.
- 8 If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.
- 9 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 10 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. The first director of the Company shall be the person named in the statement delivered under Section 10 of the Act. Regulation 64 of Table A shall not apply. A sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.
- 11 The Directors shall not be subject to retirement by rotation and accordingly:
- (a) Regulation 73 to 77 inclusive, the last two sentences of Regulation 79, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company; and
 - (b) Regulation 78 shall apply but with the deletion of the words "*subject as aforesaid*" and of the words "*and may also determine the rotation in which any additional directors are to retire*";

- 12 An alternate director who is himself a Director and/or who acts as an alternate director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.
- 13 A Director who declares his interest therein in the manner provided by the Act and these Articles may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration. Regulations 94 to 96 inclusive shall not apply to the Company.
- 14 No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.
- 15 A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Articles shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

NAMES AND ADDRESSES OF SUBSCRIBERS

LONDON LAW SERVICES LIMITED
Temple Chambers
Temple Avenue
London EC4Y 0HP

LONDON LAW SECRETARIAL LIMITED
Temple Chambers
Temple Avenue
London EC4Y 0HP

Dated the 15th day of January 1997

Witness to the above Signatures:

COLIN A LAY
Temple Chambers
Temple Avenue
London EC4Y 0HP

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

HILLMART LIMITED

COMPANY NO. 3305786

Passed the _____ day of _____ 1997
At an Extraordinary General Meeting of the above named Company duly convened and held
at _____ on the _____ day of _____ 1997 the
undermentioned Resolution was duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

1. That the following clause be inserted as clause 3(A) in the Memorandum of Association of the Company and the existing clause 3(A)(i)-(iii) inclusive be deleted:-

3(A)(i) To carry on business as proprietors of hotels, motels, guesthouses, restaurants, snack bars and tea rooms, caterers, licenced victuallers, wine and spirit merchants, bakers, confectioners, pastry cooks, sweet manufacturers, butchers, fishmongers, fruiterers, greengrocers, dairymen, gardeners, food and provision dealers; hairdressers, manicurists, garage, cab, coach and omnibus proprietors, carriers, electricians, furniture makers, upholsterers, builders, painters and decorators, newsagents, booksellers and dealers in stationery, toilet goods, fancy goods, toys, greeting cards, wood and every kind of article of personal use or ornament.

(ii) To carry on business as proprietors of ballrooms, cinemas, theatres, concert halls, public halls, swimming or Turkish baths, exhibition rooms, lecture rooms and any other halls, rooms or places which can be used for providing amusements, recreation, competitions and sports.

(iii) To promote, organise and provide conferences, entertainments, recreations,

competitions and gaming activities and sports and to carry on business as theatrical and entertainment agents.

- (iv) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, insurance, forwarding and general agents, aircraft and shipowners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau, and baggage transport and arranging and operating tours.
- 2. That the Company revokes its present Articles of Association and replaces them with the Articles now produced and adopted herewith a copy of which is marked 'A' and signed by the Chairman for the purposes of identification.
- 3. That in respect only of the Allotment of New Shares in the Company pursuant to the Share Purchase Agreement a copy of which is marked 'B' and signed by the Chairman for the purposes of identification Article 2 of the Articles of Association marked 'A' does not apply.

.....
CHAIRMAN

COMPANY NO. 3305786
NOTICE OF EXTRAORDINARY GENERAL MEETING
HILLMART LIMITED

NOTICE is hereby given that an Extraordinary General Meeting of the above named Company will be held at _____ on _____ 1997 at _____ a.m.

when the following resolution will be proposed and if thought fit passed as a Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the following clause be inserted as clause 3(A) in the Memorandum of Association of the Company and the existing clause 3(A)(i)-(iii) inclusive be deleted:-
 - 3(A)(i) To carry on business as proprietors of hotels, motels, guesthouses, restaurants, snack bars and tea rooms, caterers, licenced victuallers, wine and spirit merchants, bakers, confectioners, pastry cooks, sweet manufacturers, butchers, fishmongers, fruiterers, greengrocers, dairymen, gardeners, food and provision dealers; hairdressers, manicurists, garage, cab, coach and omnibus proprietors, carriers, electricians, furniture makers, upholsterers, builders, painters and decorators, newsagents, booksellers and dealers in stationery, toilet goods, fancy goods, toys, greeting cards, wood and every kind of article of personal use or ornament.
 - (ii) To carry on business as proprietors of ballrooms, cinemas, theatres, concert halls, public halls, swimming or Turkish baths, exhibition rooms, lecture rooms and any other halls, rooms or places which can be used for providing amusements, recreation, competitions and sports.
 - (iii) To promote, organise and provide conferences, entertainments, recreations, competitions and gaming activities and sports and to carry on business as theatrical and entertainment agents.

- (iv) To carry on the business of travel agents, tourist agents and contractors, cable and telegraph companies' agents, insurance, forwarding and general agents, aircraft and shipowners and charterers, agents for operators of air, sea, land or inland waterway carriage undertakings, road transport owners and hirers, and generally to facilitate travelling, and to provide for tourists and travellers or promote the provision of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, enquiry bureau, and baggage transport and arranging and operating tours.
2. That the Company revokes its present Articles of Association and replaces them with the Articles now produced and adopted herewith a copy of which is marked 'A' and signed by the Chairman for the purposes of identification.
3. That in respect only of the Allotment of New Shares in the Company pursuant to the Share Purchase Agreement a copy of which is marked 'B' and signed by the Chairman for the purposes of identification Article 2 of the Articles of Association marked 'A' does not apply.

BY ORDER OF THE BOARD

Dated 1997

Registered office:

The Four Seasons Hotel
Manchester Airport
Hale Road
Hale Barns
Altrincham
Cheshire

NOTE: A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not also be a member.