

No: 3346172

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES



ORDINARY AND SPECIAL RESOLUTIONS

of

HOTEL DU VIN (TUNBRIDGE WELLS) LIMITED

Passed 30 day of JULY 1999

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at ~~THE TRISTLE GRAND HOTEL~~, BROAD STREET, BRISTOL, BS1 2EL on the 30 day of JULY 1999 the following Resolutions were duly passed as ORDINARY or SPECIAL RESOLUTIONS (as applicable), namely:-

SPECIAL RESOLUTION

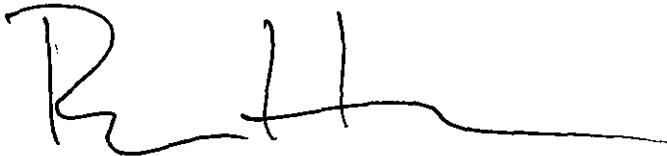
That the Memorandum of Association of the Company be amended by the deletion of Clause 3(D) thereof and the substitution therefor of the following:-

- "(D) To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon 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, or by the creation and 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) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the

foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company".

ORDINARY RESOLUTION

After due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to create a Guarantee in the form now produced ("the Guarantee") to secure all the liabilities of the other companies listed in the definition of "Companies" on the first page of the Guarantee to The Royal Bank of Scotland plc it was resolved that the Guarantee be executed as a deed by the Company.

A handwritten signature in black ink, appearing to be 'R C Hutson', with a long horizontal flourish extending to the right.

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R C HUTSON
CHAIRMAN