

23 - 07 - 98

Company Number: 3438235

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

THE GRAND PUB COMPANY LIMITED

Passed in accordance with article 13.2 of the Articles of Association of the company

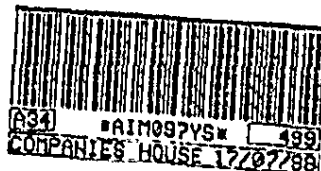
Dated this 9th day of July 1998

We, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions as elective or special resolutions, as indicated, and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

ELECTIVE RESOLUTIONS

1. THAT in accordance with sections 252 and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the laying of accounts and reports before the company in general meeting in respect of the current financial year and in respect of subsequent financial years until this resolution is revoked or otherwise ceases to have effect.
2. THAT in accordance with sections 366A and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the holding of annual general meetings in 1998 and subsequent years until this resolution is revoked or otherwise ceases to have effect.
3. THAT in accordance with sections 386 and 379A of the Companies Act 1985 (as amended) the company elects to dispense with the obligation to appoint auditors annually until this resolution is revoked or otherwise ceases to have effect.
4. THAT in accordance with sections 80A and 379A of the Companies Act 1985 (as amended) the company elects that the provisions of the said section 80A shall apply instead of the provisions in sections 80(4) and 80(5) of the Companies Act 1985 to the giving or renewal, after today's date, of an authority under the said section 80 until this resolution is revoked or otherwise ceases to have effect.

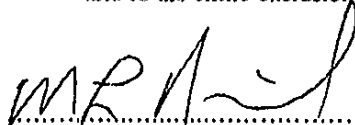
01/01/1998



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SPECIAL RESOLUTION

5. THAT the articles of association contained in the document attached to this written resolution be adopted as the new articles of association of the company in substitution for and to the entire exclusion of the existing articles of association.

A handwritten signature in dark ink, appearing to be 'MR. A. J. L.', is written over a horizontal dotted line.

for and on behalf of
Le Grand Cap Limited