

Company Number: 3451999

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

GOODNIGHT INNS LIMITED

(Passed 9 February 1999)

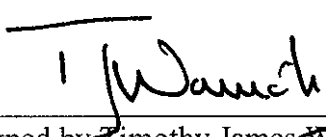
Pursuant to Regulation 53 of Table A which is incorporated in the Articles of Association of the Company, the undermentioned Resolutions have been passed as Ordinary and Special Resolutions of the Company (as if passed at a general Meeting duly convened and held) and has been assented to by the Members of the Company listed after them, (being all the Members entitled to attend and vote at a General Meeting of the Company).

Ordinary Resolution

1. The share capital of the Company be increased by £74,900 beyond the registered nominal capital of £100.
2. That the Directors of the Company be generally authorised to allot relevant securities up to a maximum amount of £74,998 pursuant to Section 80 of the Companies Act 1985, subject to the provisions of the Company's Articles of Association, to such conditions as they think fit at any time until 30th December 1999 provided that no share shall be issued at a discount.

The Directors be authorised to allot all the unissued shares in the capital of the Company.

Dated : 9/2/1999


Signed by Timothy James Warwick

