

THIS RESOLUTION SUPERSEDES PREVIOUS RESOLUTION PASSED

Company No: 3540220

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of MB HIRST LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ
on 3rd April, 1998

the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed

For and on behalf of
Waterlow Nominees Limited



Waterlow Legal & Company Services
6-8 Underwood Street, London, N1 7JQ
Telephone 0171-250 3350 Fax 0171-608 0867
DX 122031 Finsbury 3

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

M B HIRST LIMITED

(As amended by Special Resolution passed on 3rd April 1998)

1. The Company's name is * M B Hirst Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on the business of marketing and management consultants and advisers of every and any description, and to act as consultants and advisers in tourism, leisure and hospitality to persons and companies having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to carry on business as consultants and advisers into all aspects of book-keeping, accounting, financial control, credit control, data processing, marketing, selling, point of sale media, advertising, cost control, office and personnel management, transportation, computer and other machinery installation, office and factory planning and layout, accountancy planning, and as consultants and advisers into all aspects of office and factory management and layout; to supply such staff as may be required under any contract and arrangements entered into by the Company; and to carry on any other trade or business, whatever, of a like and similar nature.

* The name of the Company was changed from MB Hirst Limited on 16th April 1998