

**INTEGRATED ACCOMMODATION SERVICES LIMITED (the "Company")**  
**MEMBER'S WRITTEN RESOLUTIONS**

**28 APRIL 2000**

We, the undersigned, being the required authorised representatives of the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the passing of the resolutions set out below (of which the resolution numbered 1 would otherwise be required to be passed as an ordinary resolution and the resolution numbered 2 would otherwise be required to be passed as a special resolution) by way of written resolution; and

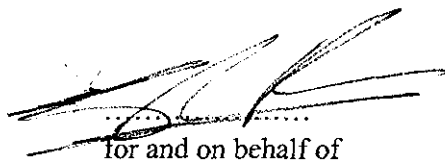
**THAT:-**

1. pursuant to the provisions of Section 43 of the Companies Act 1985 the Company be re-registered as a public company under the name of INTEGRATED ACCOMMODATION SERVICES PLC and that in connection with such re-registration:-
  - (a) a new memorandum of association of the Company in the form attached hereto be adopted as the memorandum of association of the Company in substitution for and to the exclusion of all previous memoranda of association; and
  - (b) new articles of association in the form contained in the articles of association in the form attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association; ~~and~~
2. ~~the entering into of the shareholders' agreement between the Company, Carillion Private Finance Limited, Group 4 Management Services (Holdings) Limited, BT Holdings Limited, and Accommodation Services (Holdings) Limited is in the best interests of the Company and~~  
~~be and is hereby approved.~~



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for and on behalf of  
Group 4 Management  
Services Holdings Limited

.....  
for and on behalf of  
Carillion Private  
Finance Limited

  
.....  
for and on behalf of  
BT Holdings Limited

**for and on behalf of  
Accommodation Services (Holdings) Limited**

Date: 28 APRIL 2000