

PRIMEMODERN LIMITED

WRITTEN RESOLUTION OF MEMBERS

We, the undersigned, being the only member of the Company entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing (such resolution to have effect as an elective resolution) pursuant to section 381A, Companies Act 1985 (as amended):

THAT the Company hereby elects:

- (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Companies Act 1985, as amended ("the Act");
- (b) to dispense with the holding of annual general meetings in accordance with Section 366(A) of the Act; and
- (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Act.

Signed:

For and on behalf of RBS HOTEL INVESTMENTS NO 2 LIMITED (sole member of the Company)

Dated 18 February 2004

Signed:.....

