

TULIP INN GLASGOW LIMITED
Registered in England no: 4541995

**Minutes of a General Meeting of the Board of the Company held at
Tulip Inn Portsmouth, Binnacle Way, Portsmouth
on 15th December 2004**

Present: Peter Roberts (Chairman)
Brian Scurrah

In Attendance: Jane Metcalf (Company Secretary)

1. Notice and Quorum

The Chairman reported that due notice had been given to all directors of the Company and that a quorum was present in accordance with the articles of association of the Company. Accordingly, the Chairman declared the meeting duly convened and constituted and declared the Meeting open.

2. Purpose of the Meeting

The Chairman reported that the purpose of the meeting was to authorise the passing of Elective Resolutions to dispense with the laying of accounts and reports before the Company, dispense with the holding of annual general meetings of the Company and dispense with the obligation to appoint auditors annually.

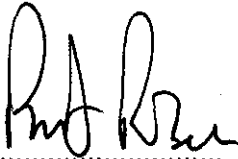
3. Approval

After careful consideration, **IT WAS UNANIMOUSLY RESOLVED THAT:**

- 3.1 the Company dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Companies Act 1985 ("the Companies Act") as amended by the Companies Act 1989;
- 3.2 the Company dispense with the holding of annual general meetings in accordance with Section 366(A) of the Companies Act as amended; and
- 3.3 the Company dispense with the obligation to appoint auditors annually in accordance with Section 386 of the Companies Act as amended.

4. Closure

There being no further business the Chairman declared the Meeting closed.


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Chairman

