



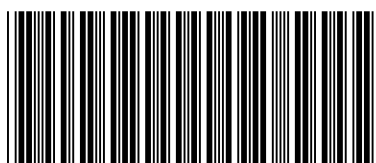
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4555930

The Registrar of Companies for England and Wales hereby certifies that
THORNTON INNS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th October 2002



N04555930V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4555930

Company name

THORNTON INNS LIMITED

I,

RWL REGISTRARS LIMITED

of

REGIS HOUSE
134 PERCIVAL ROAD
ENFIELD
MIDDLESEX
EN1 1QU

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution

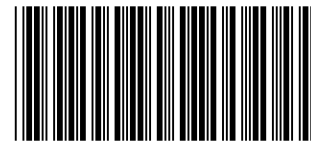


Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



X9VH4EUU

Received for filing in Electronic Format on the: **04/10/2002**

*Company Name
in full:* **THORNTON INNS LIMITED**

*Proposed Registered
Office:* **1ST FLOOR
KIMBERLEY HOUSE
VAUGHAN WAY
LEICESTER
UK
LE1 4SG**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **REICHMANN & WING LTD**
Agent's Address: **134 PERCIVAL RD
ENFIELD
UK
EN1 1QU**

Company Secretary

Name **RWL REGISTRARS LIMITED**

Address: **REGIS HOUSE
134 PERCIVAL ROAD
ENFIELD
MIDDLESEX
EN1 1QU**

Consented to Act: **Y** *Date authorised* **04/10/2002** *Authenticated:* **Y**

Director 1:

Name **BONUSWORTH LIMITED**

Address: **REGIS HOUSE
134 PERCIVAL ROAD
ENFIELD
MIDDLESEX
EN1 1QU**

Consented to Act: **Y** *Date authorised* **04/10/2002** *Authenticated:* **Y**

Other Directorships:

04524548	HIGHVALUE LIMITED
04526436	LINNET SOFTWARE LIMITED
04544507	M.W. BUSINESS SERVICES LIMITED
04541674	DE MARCHE LIMITED
04544509	DERMOTT & KITCHEN SCAFFOLDING COMPANY LIMITED
04531400	BAKER & NORTON LIMITED
04529414	BROCADE SOFT FURNISHINGS LIMITED
04529418	TURNER SIGNS LIMITED
04529419	H & H FOODTEC LIMITED
04546471	J.WALKER HOMES LIMITED
04541530	MAINHALL LIMITED
04551510	MILESTONE EVENT MANAGEMENT LIMITED
04540519	F & A AUTO PRODUCTS LIMITED
04523178	HALLIBURTON ELECTRICAL LIMITED
04549169	BRIXWORTH PHARMACY LIMITED
04547921	AVIAT AIRCRAFT (UK) LIMITED
04540733	INCUBATING TOMORROW LIMITED
04551443	A L GRANGER LIMITED
04532717	ALL ROUND SURFACE TREATMENTS LIMITED
04551517	GREATSTRIDE LIMITED
04544511	MORRIS ROAD GARAGE LIMITED
04544512	THE MARLBOROUGH PARTNERSHIP LIMITED
04526444	KFS FINANCIAL SERVICES LIMITED
04553192	FINANCIAL SERVICES OUTSOURCING LIMITED
04524558	SURESIGN LIMITED
04524559	FULLTERM LIMITED
04552825	RMC FURNISHINGS LIMITED
04529424	TECHNICAL WATERPROOFING SYSTEMS LIMITED
04532143	CHANNELSTAR UK LIMITED
04535487	FAULKNER CAR PARTS LIMITED
04535488	JOHN MCCABE FOODHALL LIMITED
04523180	CAD KEY LIMITED
04535489	ALFARA LIMITED
04523329	SCANPHOTO LIMITED
04529572	ARCHSTONE CAPITAL (LONDON) LIMITED
04527108	SWANKY RECORDS LIMITED
04538754	NEWGATE SERVICES LIMITED

Other Directorships:

04541474	NIGHTDUTY LIMITED
04526093	DESTINATION LIVERPOOL LIMITED
04524562	MAJORCHANGE LIMITED
04541475	RIGHTNOTE LIMITED
04534616	FORECAST LIMITED
04543438	THE FOX & HOUNDS (COTHERSTONE) LIMITED
04527613	BETTER HORIZONS LIMITED
04528270	SAMTANI DEVELOPMENTS LIMITED
04541765	DORKING EXECUTIVE CARS LIMITED
04550007	FIRELEC (GB) LIMITED
04538614	COTON FINANCIAL SERVICES LIMITED
04524715	TAD SERVICES LIMITED
04546858	PREARRANGE LIMITED
04524718	BRIAN SCRAGG LIMITED
04550010	PECKHAM SPRING LIMITED
04553282	C & C FORSTER LIMITED
04530992	PYRIDION INTERNATIONAL LIMITED
04532953	TYRA LEWIS DEVELOPMENTS LIMITED
04552915	BERCOELI LIMITED
04527627	TRANSPORT ELECTRICS LIMITED
04552917	G B PUBS & BARS LIMITED
04527629	SHIELD INSTALLATIONS LIMITED
04523340	R S ELECTRICAL INSTALLATIONS LIMITED
04533972	THE HAIRDRESSERS LIMITED
04538623	C S CONCRETE LIMITED
04533974	M A C MINI DIGGER HIRE LIMITED
04538624	MINI-MOTO LIMITED
04549333	CONCORDE TRANSPORT SERVICES LIMITED
04531290	ACCESS-IT SOFTWARE (UK) LIMITED
04523344	GRATIA RESIDENTIAL CARE HOME LIMITED
04523347	JUDITH WILLIS LIMITED
04527121	KENNEL RECORDS LIMITED
04538629	SCOOTABOUT LIMITED
04531296	PAUL'S PLACE LIMITED
04541348	SIB DEMOLITION & SITE DEVELOPMENT LIMITED
04546860	TOWNPLAN LIMITED
04541349	RICHARDSONS JOINERY LIMITED
04538843	HOYLE HOLDINGS LIMITED
04521961	AIMTRUE LIMITED
04532672	DAMAGE GOODS LIMITED
04532674	CLASSIC MARQUEES (UK) LIMITED
04549917	WARWICKSHIRE RECYCLING SERVICES LIMITED
04524729	CANNING BUILDERS LIMITED
04526472	ADAMS HEATING SERVICES LIMITED
04524586	UK EXHIBITION LIMITED
04535651	SPARKS TYRES LIMITED
04546436	DIGENIE LIMITED
04537186	FULLSPEED LIMITED
04546439	BRAND NEW WAY LIMITED

Other Directorships:

04538631	SPACE IN TIME LIMITED
04538632	WOOD ATHERTON JOINERY LIMITED
04538705	GWAVAS LIMITED
04550171	S & M CONSTRUCTION & MAINTENANCE LIMITED
04543890	CAMDEN LEISURE LIMITED
04524229	R.A. ELLWOOD LIMITED
04537833	CARRYOUT LIMITED
04537834	STOCKLEVEL LIMITED
04534139	TECHTERM LIMITED
04546871	EASTEND LIMITED
04524730	STAR PRESERVATIONS LIMITED
04551550	SUPERCARGE LIMITED
04543604	C B D-E LIMITED
04535442	HAINS INTERNATIONAL LIMITED
04538204	PREMIER WORKPLACE SOLUTIONS LIMITED
04543390	WINGMAKERS LIMITED
04531301	V B RENT LIMITED
04551558	ALL ACTION TV DISTRIBUTION LIMITED
04551559	EYESOPEN LIMITED
04523140	WILLIAM YIRRELL LIMITED
04535661	J PENNEY LIMITED
04546443	MOVING FASHION LIMITED
04532689	COUNT ENGINEERING LIMITED
04547899	ANNABEL LANE INTERIORS LIMITED
04546444	MAIDEN OCEAN RACING LIMITED
04546446	DRUM PROPERTY INVESTMENTS LIMITED
04552938	NEW SIAN CITY LIMITED
04537629	TOPTITLE LIMITED
04541360	TIN ANGEL LIMITED
04532615	DEW LIMITED
04529103	WCB LIMITED
04541367	CARPET MATTERS (COVENTRY) LIMITED
04541369	CAR PARK MANAGEMENT SERVICES LIMITED
04533921	MARKETPLAN LIMITED
04551564	CITYBREAK LIMITED
04551565	EXTREMEHEAT LIMITED
04531311	MAIDAIDE (NORTH) LIMITED
04549936	UBF WINDOWS DOORS & CONSERVATORIES LIMITED
04537701	DIAL CHEMDRY LIMITED
04534003	BALHAM JOINERY LIMITED
04528453	C & J PEARSALL LIMITED
04537704	THE BRIDE PLACE LIMITED
04549867	MR PHARMACEUTICALS LIMITED
04532699	JOHN WILLIAMS PERSONAL FUNERAL SERVICES LIMITED
04551928	CAMPBELL-LANGE WORKSHOP LIMITED
04533786	GLOBALSTAGE LIMITED
04540425	JACKSONS BUILDING CONTRACTORS LIMITED
04546385	P & S BIRCHALL LIMITED
04528816	BRONTE HOTELS LIMITED

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

of

THORNTON INNS LIMITED

1. The Company's name is THORNTON INNS LIMITED.

2. The Company's Registered Office is to be situated in England and Wales.

3. The objects for which the Company is established are:-

(a) To carry on all or any of the following businesses: Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers for and on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investment and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties or prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists, exhibition and display contractors and promoters, merchandising agent, warehousers, storers, packers, customs house brokers; shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

(c) To carry on all or any other business which may seem to the Board of Directors Capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's property or rights.

(d) To apply for, purchase or otherwise acquire any patents, licenses, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant and any real or personal property or properties and chattels which the Board of directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to

that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other Company.

(g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

(h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.

(i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise charged upon all or any of the Company's undertakings or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising money by the Company, to become a member of any Building Society.

(j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.

(k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.

(l) To pay all or any expenses incurred in connection with the formation, promotion or incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

(m) To amalgamate with any other company whose objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

(n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.

(p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as Director, employee or otherwise, and his family or dependents, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and

trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such persons as aforesaid.

(r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(s) To procure the Company to be registered or recognised in any country or place abroad.

(t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone or as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

(x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the Members is limited

5. The Share Capital of the Company is one hundred Pounds divided into one hundred Ordinary shares of one Pound each.

The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum: and I agree to take the number of shares shown opposite my name.

Name and address of Subscriber	Number of Shares taken by Subscriber
1. CLIFF WING 134 PERCIVAL ROAD ENFIELD MIDDLESEX EN1 1QU UK	1
Total Shares taken	1

DATED this 04th day of October 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

THORNTON INNS LIMITED

PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;
 - (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital), which at the time when the allotment is made, have not already been allotted.
 - (b) this authority shall expire on the fifth anniversary of the day preceeding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.
3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance provisions.
4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.
5. Any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

6. A Member wishing to dispose of all or any of his shares shall give notice of the fact to the Directors and such notice shall constitute the Company as agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made, If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares, they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Articles shall not in any way remove from the Directors the power to refuse to register any transfer of which they disapprove.
7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.
8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

SEAL

9. Clause 101 of Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose".

DIRECTORS

10. A person may be appointed or elected as a Director whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate Directors) shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

Name and address of Subscriber

1. CLIFF WING
134 PERCIVAL ROAD ENFIELD MIDDLESEX EN1 1QU UK

DATED this 04th day of October 2002