

Company No: 5237994

THE COMPANIES ACT 1985
A COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PRESTBURY HOTEL HOLDINGS LIMITED ("the Company")



Pursuant to the Articles of Association of the Company (Table A, Regulation 53)

Passed on **14 MARCH** 2005

In accordance with the Articles of Association of the Company (Table A, Regulation 53), we, the undersigned, being the sole member of the Company, HEREBY RESOLVE AS FOLLOWS:

Ordinary Resolutions

- 1 THAT the authorised share capital of the Company be hereby increased by £110,000 from £10,000 to £120,000 by the creation of 110,000 new Ordinary Shares of £1.00 each, having such rights attached to them as set out in the Articles of Association of the Company.
- 2 THAT pursuant to the increase in the authorised share capital of the Company detailed in Resolution 1 above, the 110,000 of the unissued ordinary shares of £1.00 each be re-designated into 11,000 A Ordinary Shares of £1.00 each, 46,750 B Ordinary Shares of £1.00 each, 30,250 C Ordinary Shares of £1.00 each, 11,000 D Ordinary Shares of £1.00 each and 11,000 M Ordinary Shares of £1.00 each, each having such rights attached to them in the Articles of Association of the Company.
- 3 THAT the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities up to an aggregate nominal amount of £110,000 for the period expiring 5 years from the date of the Written Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired) and that all previous authorities of the Directors pursuant to the said Section 80 be and are hereby revoked.

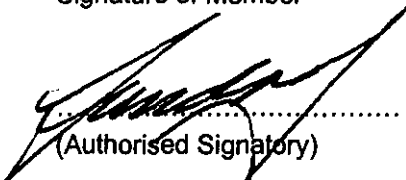
Special Resolution

- 4 THAT, subject to the passing of Resolutions 1, 2 and 3 above, the Directors be hereby authorised and empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities pursuant to the authority contained in Resolution 3 above as if Section 89(1) of the Companies Act 1985 did not apply to the allotment of any such securities.

Name of Member

Signature of Member

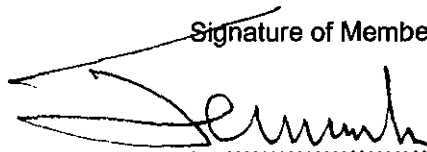
Prestbury Investment Holdings Limited


(Authorised Signatory)

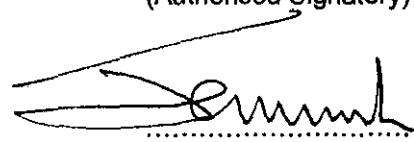
Name of Member

Signature of Member

West Coast Capital Prestven Limited


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(Authorised Signatory)

JAA Investments Limited


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(Authorised Signatory)

Uberior Ventures Limited

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(Authorised Signatory)

PIHL Wentworth Manager Limited

.....
(Authorised Signatory)

Aldersgate Investments Limited

.....
(Authorised Signatory)

Dated

2005

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Signature of Member

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(Authorised Signatory)

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(Authorised Signatory)

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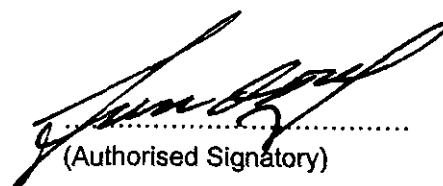
JAA Investments Limited

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Aldersgate Investments Limited

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(Authorised Signatory)

Dated **14 MARCH** 2005

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Dated

2005