

Company No: 5969664

THE COMPANIES ACT 1985

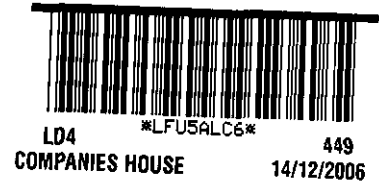
COMPANY NOT LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

INN PORTFOLIO

(the "Company")



(passed 24th November 2006)

We, the undersigned, being all the members of the Company or the authorised representatives of those members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company hereby pass (pursuant to s381A of the Companies Act 1985 (the "Act") and in accordance with paragraph 4 of Schedule 15A of the Act) the following written resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby altered with immediate effect by inserting the following new Articles:

"DIRECTORS' DISCRETION TO REFUSE TO REGISTER A TRANSFER

23. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person,

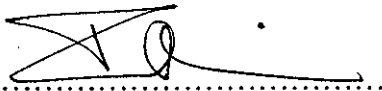
pursuant to a power of sale under such security (a "Secured Institution"), and a certificate by any such person or an employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

DISAPPLICATION OF PRE-EMPTION RIGHT

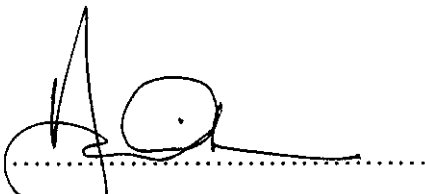
24. Notwithstanding anything contained in these Articles, no transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are to be the subject of any transfer of the types contemplated in Articles 11 and 12 (above) to the members, or persons entitled to shares by way of death or bankruptcy for the time being of the Company or any of them, and no such member or persons entitled to shares by way of death or bankruptcy shall have any right under these Articles or otherwise however to require such shares to be transferred to them whether for consideration or not.

DISAPPLICATION OF CONFERMENT OF LIEN

25. Notwithstanding anything contained in these Articles, the lien referred to in Article 10 (above) shall not apply where such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."



for and on behalf of
LONDON TOWN PLC



for and on behalf of
INN INVESTMENT LIMITED