

Company number: 5999250

Written resolution

- of -

TONSTATE METROPOLE HOTELS LIMITED

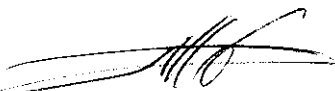
(the "Company")

Passed on *28 November 2006*

I, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings, hereby pass the following resolution pursuant to Regulation 53 of Table A to the Companies Act 1985 and agree that such resolution shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held:

Special resolution

1. THAT the articles of association of the Company be amended in the manner following, that is to say by removing the following regulations:
 - (6) The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable on it or accruing to it or in respect of it; and
 - (9) The directors may, in their absolute discretion and without giving any reason for so doing, refuse to register any transfer of any share, whether or not it is a fully paid share.


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For and on behalf of Tonstate Metropole Hotels Limited

Date *28 November 2006*

