



## CERTIFICATE OF INCORPORATION

No. 69466

I hereby certify that

**KAFRIX LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Edinburgh the 4 October 1979

*DED. Ralston*

Registrar of Companies

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

41

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

Company number

694 66

delete if inappropriate

Name of Company

KAFRINX Limited\*

I, JAMES STEWART  
of 54 Queen Street  
EDINBURGH

Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am† A Solicitor Engaged in formation

of KAFRINX Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Edinburgh

the 12th day of September

One thousand nine hundred and 79

before me

A Commissioner for Oaths†

or Notary Public or Justice of the Peace or solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any)

Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street,  
Edinburgh

For official use  
General section

Post room

Stewart

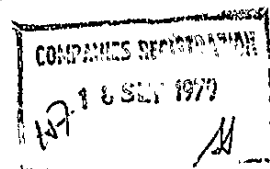
James Stewart JP

6946612  
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF KAFRINX LIMITED 1/3

1. The name of the Company is:- KAFRINX LIMITED
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
  - (a) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) 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 may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses, and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
---	---

Stephen Mabbott  
24 Castle Street  
Edinburgh

One

Company Registration Agent

*Stephen Mabbott*

Andrew Cockburn  
24 Castle Street  
Edinburgh

One

Company Registration Agent

*A. Cockburn*

Dated the 12th day of September 1979

Witness to the above Signatures:-

Lynne Rae  
24 Castle Street  
Edinburgh

Company Registration Agent

*Lynne Rae*



THE COMPANIES ACTS 1948 to 1976COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION OF KAFRINX

## LIMITED.

1. The Regulations contained in or incorporated in Part II of Table A in the first Schedule to the Companies Act 1948 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
2. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.  
  
(b) Accordingly, Clause 79 in Part I of Table A shall not apply to the Company.

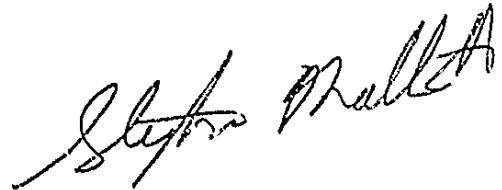
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Names, Addresses and Descriptions of Subscribers

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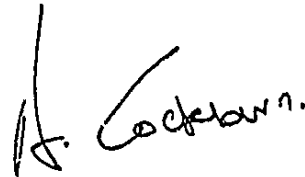
Stephen Mabbott  
24 Castle Street  
Edinburgh

Company Registration Agent



Andrew Cockburn  
24 Castle Street  
Edinburgh

Company Registration Agent



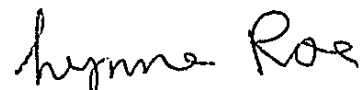
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Dated the 12th day of September 1979

Witness to the above Signatures:-

Lynne Rae  
24 Castle Street  
Edinburgh

Company Registration Agent



No. of Company ..... 6946614 .....

Form PUC 1  
(Capital duty payable at  
to registration fee)

STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH  
LIMITED LIABILITY UNDER THE COMPANIES ACT 1949

Pursuant to Part V, Finance Act 1973

Name of Company ..... KAPRINX ..... Limited

A. Nominal capital (i)  
£100

B. Nominal value of each share  
£1

C. Number and description of shares  
taken on incorporation (i)  
2

D. Total amount payable on each (ii)  
(including premium if any)  
£1

E. Amount paid or due and payable on each (ii)  
£ Nil

F. Total amount paid or due and payable in respect of C

Nil

G. Capital duty payable on F at £1 per £100 or part of £100

Nil

I hereby certify that the above particulars are correct in all respects.

Signed..... J. A. M. D. ....

Description A Director - in formation

12th September 1979

Date.....

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

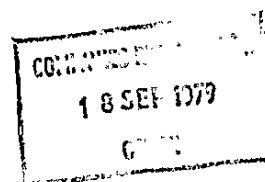
Note:- This form must be delivered to the Registrar of Companies when applying for  
incorporation of the company.

Presented by:

Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street,  
Edinburgh

Presentor's reference:

For official use only:



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Company number

6946615

Name of Company

KAFRINX

Limited

The intended situation of the registered office of the company  
on incorporation is as stated below

24 Castle Street,

EDINBURGH

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street,  
Edinburgh

If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presenter's  
reference (if any):

Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street,  
Edinburgh

For official use  
General section

Post room

12 SEP 1979



**Important:**

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1975 and section 260(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Stephen Mabbott	Business occupation	Registration agent
Former name(s) (note 3)	None	Nationality	British
Address (note 4)	11 Cinderhall Place ELPHINSTONE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	None		
I hereby consent to act as director of the company named on page 1			
Signature		Date 12th September 75	

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Section 21(3) of the Companies Act 1976  
The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) Andrew Cockburn

Former name(s) (note 3) None

Address (notes 4 & 7) 6 Hammond Street,  
EDINBURGH

I hereby consent to act as secretary of the company named on page 1

Signature

Date 12/9/79

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

I hereby consent to act as secretary of the company named on page 1

Signature

Date

Section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

State as appropriate

Signature

*Styl Maltby*  
Oswalds of Edinburgh Limited  
Company Registration Agents  
24 Castle Street,  
Edinburgh

[Subscriber] [Agent]† Date 12th September 1979

Signature

[Subscriber] [Agent]† Date

# THE COMPANIES ACT, 1948.

## Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

\_\_\_\_\_

~~INCORPORATED~~ COMPANY LIMITED.

Passed 4th October, 1979.

The Blanks in  
this heading  
may be filled  
up in writing.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,  
after due notice specifying the intension to propose the following Resolution as a  
Special Resolution had been given, held at 24 Castle Street, Edinburgh  
in the County of Mid-Lothian on the Fourth  
day of October, 1979, the following Special Resolution  
was duly passed.

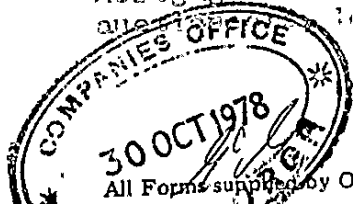
1. That the share capital of the company be increased to  
£300,000 by the creation of 299,000 shares of £1 each.
2. That clause 3a of the Memorandum of Association of the  
company be cancelled and the following substituted therefor:-

3(a) To carry on all or any of the businesses of proprietors,  
operators, lessors and lessees of hotels, licensed premises,  
jazzing clubs, motels, restaurants, cafes, mobile and fixed  
canteens, snack and coffee bars, shops and kiosks, licensed  
victualliers, caterers, catering and refreshment contractors,  
dealers in cooked and prepared foods, provisions and comestibles  
of all kinds, ice cream manufacturers and merchants, bakers,  
pastrycooks and confectioners, merchants of and dealers in wines,  
spirits, liqueurs, soft drinks, mineral and aerated waters, cigars,  
cigarettes, tobaccos, fruit, flowers and other table decorations  
and fancy goods, novelties and articles of every description,  
garage and petrol filling station proprietors, car and caravan  
park proprietors, farmers, dairymen, hairdressers, perfumers,  
newsagents, proprietors of clubs, dance halls, ballrooms, skating  
rinks, ski runs, amusement arcades, theatres, cinemas, and other  
places of amusement and entertainment, and caterers for public  
and private amusements, and to let the Company's premises or any  
part thereof for banquets, dinners, concerts, balls, dances or any  
other purpose which the Company may deem desirable; building and  
civil engineering contractors, land, estate and property  
developers, repairers and jobbers, estate agents and managers,  
mortgage and insurance brokers and agents, surveyors, valuers and  
builders' merchants, plant hire specialists and/

Signature [Signature]

Officer [Signature]

To be  
authenticated  
by the written  
Signature of  
an Officer of  
the Company.



[illegible]



No of Company ..... 11466 / 4

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... KAPATNY ..... Limited\*

hereby gives you notice that by ordinary/extraordinary/special\*\* resolution of the company dated the  
4th October, 1979, the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 299,000 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
299,000	Ordinary	01

The conditions (eg voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been  
or are to be issued are as follows:-  
(If any of the shares are preference shares state whether they are redeemable or not)

TO HAVE PARI PASSU WITH THE EXISTING SHARES

Signed..... *[Signature]*

State whether  
Director or Secretary..... DIRECTOR

Date ..... 4/10/79



\*Delete "Limited" if not applicable  
\*\*Delete as necessary

(see notes overleaf)

Presented by:

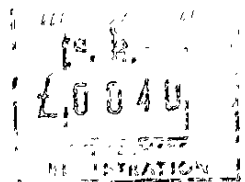
Presentor's reference:

Form No. 10

Margin reserved for binding

12.

# THE COMPANIES ACT, 1948.



## Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

KAFRINX LIMITED

~~SALES FALCON HOTELS~~

~~COMPANY LIMITED.~~

Passed 25<sup>TH</sup> OCTOBER 1979.

The blanks in this heading may be filled up in writing.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a Special Resolution had been given, held at 10 BUN - ILLCOILD SQUARE in the County of ASEROGENSHIRE on the TWENTY - FIFTH day of OCTOBER 1979, the following Special Resolution was duly passed.

THAT THE NAME OF THE COMPANY  
BE CHANGED FROM KAFRINX LTD  
TO SALES FALCON HOTELS LTD

30 OCT.

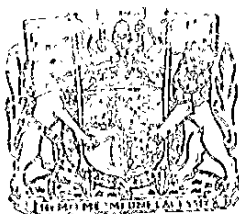
Signature

A. L. Shaw

Officer

SECRETARY

To be authenticated by the written Signature of an Officer of the Company.



# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 69466

I hereby certify that

~~MARINX LIMITED~~

having by special resolution and with the approval of the Department of Trade  
~~and Industry~~ changed its name, is now incorporated under the name of

JAMES FALCON HOTELS LIMITED

Given under my hand at Edinburgh the 11 December 1979

*Registrar of Companies*

W 1466/13

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

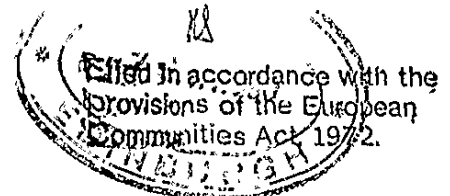
MEMORANDUM OF ASSOCIATION OF

JAMES FALCON HOTELS LIMITED

(as amended by Special Resolution passed 4th October 1979)

1. The name of the Company is "JAMES FALCON HOTELS LIMITED".
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
  - (a) To carry on all or any of the businesses of proprietors, operators, lessors and lessees of hotels, licensed premises, gaming clubs, motels, restaurants, cafes, mobile and fixed canteens, snack and coffee bars, shops and kiosks, licensed victuallers, caterers, catering and refreshment contractors, dealers in cooked and prepared foods, provisions and comestibles of all kinds, ice cream manufacturers and merchants, bakers, pastrycooks and confectioners, merchants of and dealers in wines, spirits, liqueurs, soft drinks, mineral and aerated waters, cigars, cigarettes, tobaccos, fruit, flowers and other table decorations and fancy goods, novelties and articles of every description, garage and petrol filling station proprietors, car and caravan park proprietors, farmers, dairymen, hairdressers, perfumers, newsagents, proprietors of clubs, dance halls, ballrooms, skating rinks, ski runs, amusement arcades, theatres, cinemas, and other places of amusement and entertainment, and caterers for public and private amusements, and to let the Company's premises or any part thereof for banquets, dinners, concerts, balls, dances or any other purpose which the Company may deem desirable; building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, builders' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things of every description capable of being used in connection with the foregoing businesses, or any of them, or likely to be required by any of the customers of, or persons having dealings with the Company.

Company of Edinburgh  
Company Register  
24 George Street  
Edinburgh



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) 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 may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

\* By Special Resolution passed 4th October 1979 the Share Capital of the Company was increased to £300,000 divided 300,000 Shares of £1 each.

Certified a true copy of the Memorandum of Association

.....*Styl. M. A.*.....Director 4th Oct 1979





CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 69456

I hereby certify that

JAMES FALCON HOTELS LIMITED

having by special resolution and with the approval of the Department of Trade  
and ~~INDUSTRIES~~ changed its name, is now incorporated under the name of

FL HAN INNS LIMITED

Given under my hand at Edinburgh the 8 April 1981

*DBD. Ralston*

*Registrar of Companies*

10040  
REGISTRATION

**SPECIAL RESOLUTION of JAMES FALCON HOTELS LIMITED**

Number 69466

JAMES FALCON HOTELS LIMITED

Passed 17th February 1981

At an Extraordinary General Meeting of the above Company duly convened and held at 10 Bon-Accord Square, Aberdeen on 17th February 1981, the sub-joined Special Resolution was duly passed viz:

### RESOLUTION

That the Company's name be changed from JAMES FALCON  
HOTELS LIMITED to BUCHAN INNS LIMITED.

George S. Leadley  
DIRECTOR

19 FEB 1961

J51

(COPY)

(1)

**resolution**

Company Number

6 9 4 6 6

pursuant to sections 376 and 377 of the Companies Act 1985

of .....BUCHAN INNS.....

..... Limited

Passed the ...SIXTEENTH..... day of ..... MARCH..... 19..88..

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at .....16, CARDEN PLACE, ABERDEEN, AB9 1XF.....

on the .....SIXTEENTH..... day of ..... MARCH..... 19..88..

the following (1)

RESOLUTION was duly passed:--

- (2) THE DIRECTORS OF BUCHAN INNS LIMITED WISH TO CHANGE THE NAME OF THE COMPANY TO:-

HARLAW DEVELOPMENTS LIMITED

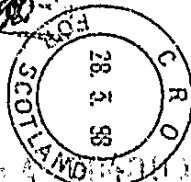
*Elspeth A. Barrack*

ELSPETH ADELA BARRACK  
SECRETARY

CROFT TOWN

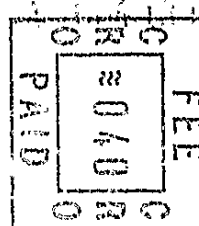
28 MAR 1988

*Mc*



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**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1T 6EE  
TELEPHONE 01 953 3000  
TELEX 261010



**NOTES:**

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.



## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

Company Number

69466

I hereby certify that

BUCHAN INNS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

HARLAW DEVELOPMENTS LIMITED

Signed at Edinburgh

7 APRIL 1988

A handwritten signature in dark ink, appearing to be 'R. A. ...', written over a horizontal line.

Registrar of Companies

J51

(COPY)

Company Number

(1) Special

**resolution**

69466

pursuant to sections 376 and 377 of the Companies Act 1985

of HARLAW DEVELOPMENTS

..... Limited  
 Passed the 11TH day of MAY 1988

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at FRIENDVILLE, THOPNGROVE AVENUE, ABERDEEN

on the 11TH day of MAY 1988

the following (1) Special RESOLUTION was duly passed:-

(2) The directors of Harlaw Developments Limited wished to change the objects of the Company under Section 4 Companies Act 1985 as follows:-

CLAUSE 3(a) to be deleted and the following substituted therefor:-

TO acquire by purchase, lease, exchange or otherwise, land or buildings, or rights over or interests in land and/or buildings or any other real or heritable property or estate of any tenure in the United Kingdom or elsewhere for the purpose of investment or development; to erect, construct or maintain on the lands of the Company or upon any other lands or property or on any part thereof, industrial buildings, warehouses, factories with ancillary offices, dwellinghouses, stores or any other buildings whatsoever and to pull down, rebuild, renovate, alter or repair existing buildings on any part of the said lands and generally to deal with and improve the property of the Company; and to sell, feu, lease, excamb, mortgage, charge or otherwise deal with or dispose of any land, buildings or such other property of the Company or any right over or interest in the same in such manner and upon such terms and subject to such conditions as the Company may think proper

*Elspeth A. Barrack*

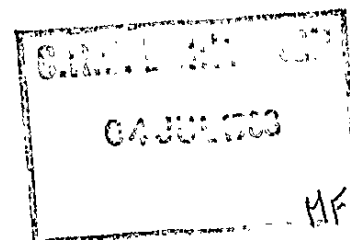
Elspeth A. Barrack  
 Secretary

.... 11th May ..... 1988

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**Jordans**

JORDAN & SONS LIMITED  
 JORDAN HOUSE  
 BRUNSWICK PLACE  
 LONDON W1E 6EE  
 TELEPHONE 01 253 5030  
 TELEX 281210



## NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.  
 (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

No.

C. 1664

THE COMPANIES ACT, 1985

---

COMPANY LIMITED BY SHARES

---

RESOLUTIONS

of

HARLAW DEVELOPMENTS LIMITED

At an Extraordinary General Meeting of the Members of Harlaw Developments Limited held at Falcon House, Union Grove Lane, Aberdeen on 3 March 1989, the following Resolutions were passed:-

1. SPECIAL RESOLUTION

"Subject to the passing of the previous Resolution, the Directors are hereby empowered pursuant to Section 95, Companies Act, 1985, to allot the equity securities (as defined in that Act) pursuant to the previous Resolution as if Section 89 (1) of that Act did not apply to any such allotment."

2. ORDINARY RESOLUTION

"That with effect from the time of passing this Resolution, the Directors be unconditionally authorised, pursuant to Section 80, Companies Act, 1985 to allot the relevant securities (as defined in that Act) comprise in the Company's unissued share capital and that at any time or times during the period of five years from the date hereof."

  
.....  
James G. Barrack, Snr.  
Chairman.



THE COMPANIES ACT, 1985

---

COMPANY LIMITED BY SHARES

---


RESOLUTION

of

HARLAW DEVELOPMENTS LIMITED REGISTERED NO: 69466

At an Extraordinary General Meeting of the Members of Harlaw Developments Limited Registered No: 69466 held at Falcon House, Union Grove Lane, Aberdeen on Tuesday 30th May, 1989 the following Resolution was passed AS A SPECIAL RESOLUTION:-

"That the name of the Company be changed to Harlaw Property Management Limited"



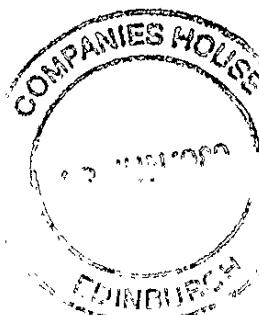
Chairman

CI-583 067241

A 004000

CI-583 067241

A 004000





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number  
**69466**

I hereby certify that

**HARLAW DEVELOPMENTS LIMITED**

having by special resolution changed its name, is now  
incorporated under the name of

**HARLAW PROPERTY MANAGEMENT LIMITED**

Signed at Edinburgh

**16 JUNE 1989**

A handwritten signature in dark ink, appearing to be 'J. H. ...', written over a horizontal line.

Registrar of Companies



Company No: 69466

WRITTEN RESOLUTION

of

the whole members of

HARLAW PROPERTY MANAGEMENT LIMITED

RESOLVED: -

"That the Regulations contained in the printed document annexed hereto and, for the purpose of identification marked "Appendix A", be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof."

.....*D. Indira*.....  
Director

For and on behalf of Chess Holdings International Limited

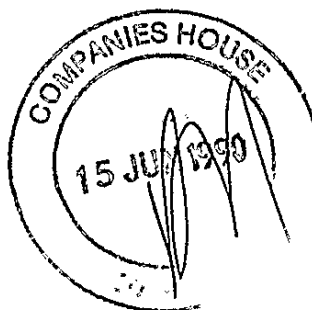
Date ....5/6/90.....

.....*Alfred K.*.....  
Director/Secretary

Date ....5/6/90.....

.....*James Grieve-Barrack Junior*.....  
James Grieve-Barrack Junior

Date ....5/6/90.....



\* APPENDIX A \*

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY SHARES

---

ARTICLES of ASSOCIATION  
of  
HARLAW PROPERTY MANAGEMENT LIMITED

---



CONSTITUTION OF COMPANY

1. The company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (the said Act, including any statutory modification or re-enactment thereof for the time being in force being hereinafter referred to as "the Act").

The Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall be deemed to be incorporated with these Articles and shall apply to the company with the exception of Regulations 3, 4, 23, 24, 25, 35, 44, 64 to 69 inclusive, 73 to 81 inclusive, 85 to 87 inclusive, 89, 93 to 97 inclusive, 112, 115 and 118 of Table A and any other Regulation which is inconsistent with the additions and modifications hereinafter set forth.

CAPITAL

2. (a) The share capital of the company at the date of adoption of these Articles is £300,000 divided into 300,000 Ordinary Shares of £1 each.
- (b) The Directors are unconditionally authorised for the purpose of Section 80 of the Act to exercise for a period of five years from the date of adoption of these Articles any power of the company to allot any shares of the company from time to time unissued (including "relevant securities" as defined in Section 80 (2) of the Act) up to the amount of the share capital in existence at the date of adoption of these Articles. In accordance with Section 91 of the Act, Section 89 (1) and Section 90 (2) to ) shall be excluded from applying to the Company.

- (c) Subject to the provisions of the Act any shares of the company may be issued on the terms that they are to be redeemed or are liable to be redeemed at the option of the company or the member and any shares of the company may be purchased by the company on such terms and conditions as the company, before it enters into a contract or contingent contract for the purchase of such shares, may by special resolution determine. A payment in respect of such a redemption or purchase by the company may with the sanction of a special resolution be made otherwise than out of the distributable profits of the company (within the meaning of Section 152 (1) (b) of the Act) or the proceeds of a fresh issue of shares made for the purpose of the redemption or purchase notwithstanding that such payment may constitute a payment out of capital.

#### LIEN

3. The lien conferred by Regulation 8 of Table A shall attach also to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

#### UNDERWRITING

4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

#### TRANSFER OF SHARES

5. The Instrument of Transfer of any share shall be in the form recommended in The Stock Transfer Act, 1963, or in such other form as the Directors shall from time to time approve and, when lodged for registration, shall be accompanied by the Certificate of the Share to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.
6. All transfers of shares need be executed by the transferor only and he shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof provided that, in the case of partly paid shares, the Instrument of Transfer must also be signed by or on behalf of the transferee.
7. The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register any transfer of any share, whether or not it is a fully paid share. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares to the effect that such shares or any of them be allotted or issued to or registered in name of some person other than himself shall for the purposes of this Regulation be deemed to be a transfer of shares.

#### FORFEITURE OF SHARES

8. In Regulation 18 of Table A the words "and all expenses that may have been incurred by the company by reason of such non-payment" shall be added at the end of the first sentence of the said Regulation.

#### GENERAL MEETINGS

9. Every notice convening a general meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies.
10. Subject as hereinafter provided if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved. Provided that if a meeting to consider only a resolution or resolutions for the winding up of the company and the appointment of a Liquidator be adjourned, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, such of the members present in person or by proxy (or being corporations, by their duly authorised representative(s)) shall constitute a quorum. Regulation 41 of Table A shall be modified accordingly.
11. In Regulation 43 of Table A the words "the members present" shall be held to be delete and the words "the persons present or the duly authorised representative(s) of any corporation which is a member", shall be inserted in lieu thereof.
12. In Regulation 46 of Table A paragraphs (b) to (d) inclusive and the part of the said Regulation following thereon, shall be held to be deleted and the words "(b) by any member present in person or by proxy (or, being a corporation, by its duly authorised representative(s)), and entitled to vote" shall be inserted in lieu thereof.

#### VOTES OF MEMBERS

13. It shall suffice that Instruments appointing proxies be deposited at the registered office of the company at least 24 hours before the time for holding the meeting, and Regulation 62 of Table A shall be modified accordingly.

#### DIRECTORS

14. The minimum number of the Directors shall be determined by the company in general meeting but failing such determination shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.
15. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the capital of the Company shall have power at any time and from time to time to

appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director howsoever appointed, (under the foregoing provisions or otherwise), provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a corporation signed by one of its Directors (or some other person duly authorised by resolution of its Directors or other governing body) on its behalf, and shall take effect upon lodgement at the Registered Office of the Company.

16. A Director shall not be required to hold shares of the company in order to qualify for office as a Director but he shall be entitled to receive notice of and attend and speak at every general meeting of the company and at every separate meeting of the holders of any class of shares in the capital of the company.

#### ALTERNATE DIRECTORS

17. (a) Any Director (other than an Alternate Director) may at any time appoint any person to be his Alternate (hereinafter called an "Alternate Director") and may at any time terminate such appointment.
- (b) The appointment of an Alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director concerned (hereinafter called "his principal") ceases to be a Director.
- (c) An Alternate Director shall be entitled to receive Notice of Meetings of the Directors and to attend and where applicable vote as a Director and to be counted in the quorum at any such meeting at which his principal is not personally present and generally at such meetings to perform all functions of his principal as a Director. If his principal is for the time being unable to act through ill health or disability an Alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his principal. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles nor the agent of his principal, but he shall, in the execution of his duties as aforesaid, be subject to the provisions of the Articles with regard to Directors.
- (d) An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive any remuneration from the company in respect of his appointment as Alternate Director.

#### DIRECTORS' INTERESTS

18. (a) No Director or intending Director shall be disqualified by his office from contracting with the company either as vendor, purchaser, lessor, customer or otherwise nor shall any such contract or any contract or any transaction or arrangement (whether or not constituting a contract) entered into with the company or on behalf of the company with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the company for any profit realised by any such contract, transaction or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of Directors at which the contract, transaction or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest; and such Director may vote and have his vote counted in respect of any such contract, transaction or arrangement and shall be counted in the quorum present at the meeting. Provided, if the Director be a sole Director or if all the Directors be interested in the contract, transaction or arrangement, the contract, transaction or arrangement may only be entered into by the company in general meeting, and before the contract, transaction or arrangement is entered into the Director or Directors must disclose his or their interest to the meeting.
- (b) For the purposes of this Regulation:-
- (i) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any contract, transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;
- (c) If a question arises at a meeting of Directors or of a Committee of Directors as to the right of a Director to vote, the question may before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

#### GRATUITIES AND PENSIONS

19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of and give or procure the

giving of donations gratuities pensions allowances or emoluments to any persons (including Directors or former Directors of the Company) who are or were at any time in the employment or service of the company or of any company which is the holding or a subsidiary company of the company whether or not they have held any salaried employment or office in the company or such other company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe to any institutions, associations clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the company or of any such other company as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company aforesaid. Any Director shall be entitled to participate in and retain for his own benefit any such donation gratuity pension allowance or emolument and may vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or may become interested therein.

#### DISQUALIFICATION OF DIRECTORS

20. The office of Director shall be vacated if the Director:-

- (a) becomes apparently insolvent or makes any arrangement or composition with his creditors generally;
- (b) he is or may be suffering from mental disorder and either:-
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act, 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act, 1984; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (c) resigns his office by notice in writing to the company;
- (d) has his appointment cancelled by the company in general meeting;
- (e) becomes prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act; or
- (f) shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

#### ROTATION OF DIRECTORS

21. The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 75 of Table A shall not apply and in

Regulation 76 the words "other than a Director retiring by rotation" shall be deleted and all other references in Table A to retirement by rotation shall be disregarded.

#### PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of all business of the Directors shall be two-thirds of the Directors for the time being (determined in accordance with Regulation 14 hereof) or if their number is not three or a multiple of three, the number nearest two-thirds, present in person or represented by an Alternate Director appointed under Regulation 17 hereof.
23. In Regulation 88 of Table A the word "not" where it occurs in the third sentence thereof shall be delete and the words "provided that such Director shall have supplied to the Company an address outwith the United Kingdom for the giving of such notice" shall be added to the end of the said sentence of such Regulation.
24. A Resolution in writing, signed or approved by letter, telegram, telex or cablegram by all the Directors entitled to receive notice of a meeting of Directors, or by a sole Director or by all the members of a committee or by a sole member of a committee shall be as valid as a resolution duly passed at a meeting of the Directors or of such a committee. When signed, a resolution may consist of several documents each signed by one or more of the persons aforesaid. A Resolution signed by an Alternate Director need not also be signed by his principal and if it is signed by a Director who was appointed an Alternate Director it need not be signed by the Alternate Director in that capacity.

#### ACCOUNTS

25. The Accounts and other documents to be prepared by the Directors shall be prepared in accordance with Section 229, Section 235 and Schedule 7 of the Act.

#### NOTICES

26. Every Notice to be given by the company will be sent by pre-paid letter post, cable, telex or telegram to the registered address or if appropriate to the address for the time being supplied for the purpose to the Secretary of the company by the person entitled to receive the same; every Notice to be sent by letter post to an address within the United Kingdom shall be deemed to have been served on the expiry of twenty four hours from the time of posting and every Notice to be sent by Airmail to an address outwith the United Kingdom shall be deemed to have been served on the expiry of ten days from the time of posting and every Notice sent by cable, telex or telegram shall be deemed to have been served on the expiry of twelve hours from the time when the cable, telex or telegram was despatched by or on behalf of the company. In the case of joint holders of a share all notices shall be given to the joint holders whose name stands first in the Register of Members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not



within the United Kingdom and who gives the company an address within the United Kingdom at which notices may be given shall be entitled to have notices given to him at that address.

#### WINDING UP

27. If the company shall be wound-up any Director, Agent, Trustee or Member of the company alone or jointly with any other person may become a purchaser of property belonging to the company.

#### INDEMNITY

28. Every Director or other Officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liability which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act, in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the company in the execution of the duties of his office or in relation thereto. But these Articles shall only have effect insofar as the provisions are not avoided by Section 310 of the Act.
29. The Directors may from time to time require any person whose name is entered in the Register of Members of the company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the company is a Close Company within the meaning of Section 414 (1) of The Income & Corporation Taxes Act, 1988; and if such requirement is not complied with they may withhold any dividends or other payments otherwise due or becoming due in respect of the shares registered in the name of such person.

# Ernst & Young

June 29 1990  
Our ref HMM/DR/6-78

Chartered Accountants  
50 Huntly Street  
Aberdeen AB9 1XN  
Telephone 0224 640033  
Telex 739458  
Fax 0224 630753

FOR THE ATTENTION OF THE COMPANY  
SECRETARY

Harlaw Developments Ltd

69466

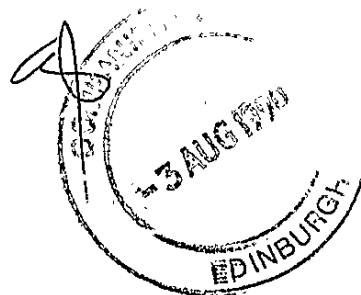
Dear Sir

In accordance with Section 390 of the Companies Act 1985 we write to notify you of our formal resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

In accordance with Section 390 (2) of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

*Ernst & Young*



# HARLAW PROPERTY MANAGEMENT LIMITED

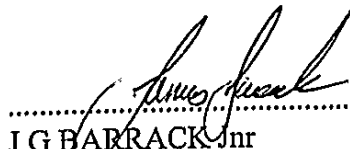
COMPANY NUMBER: 69466

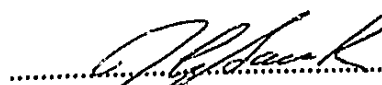
WRITTEN RESOLUTION OF SHAREHOLDERS PURSUANT TO  
SECTION 381A OF THE COMPANIES ACT 1985 (AS  
ESTABLISHED BY SECTION 113(2) OF THE COMPANIES ACT  
1989)

We, the undersigned, being the whole members of Harlaw Property Management Limited entitled to vote at general meetings of the Company, in terms of the power available to us and contained in Section 381A of the Companies Act 1985 (as established by Section 113(2) of the Companies Act 1989) DO HEREBY RESOLVE as follows and hereby declare that such Resolutions shall be deemed to be Special Resolutions of the Company:-

1. "That in accordance with Section 252 of the Companies Act 1985, (as established by Section 250(1) the Company, being a dormant Company in terms of that Section, and having been so dormant since the end of the previous financial year and being entitled for that year to the exemptions conferred by Section 246 of the Companies Act 1989 on a small company, Section 384 of the Companies Act 1985 shall not apply to the Company, and accordingly the Company is exempt from the obligation to appoint auditors as otherwise required by that Section."
2. "That pursuant to s 252 of the Companies Act 1985, the company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. "That pursuant to S 366A of the Companies Act, 1985, the Company hereby elects to dispense with the holding of annual general meetings in 1995 and subsequent years (until this election is revoked)."

Dated this 21st day of February 1995.

  
.....  
J G BARRACK Jnr  
for and on behalf of Chess Holdings International Limited

  
.....  
J G BARRACK Snr



**HARLAW PROPERTY MANAGEMENT LIMITED**

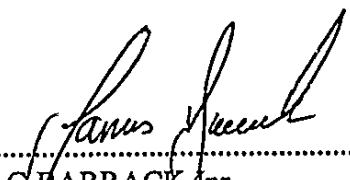
**COMPANY NUMBER: 69466**


**WRITTEN RESOLUTION OF SHAREHOLDERS PURSUANT  
TO SECTION 381A OF THE COMPANIES ACT 1985**

We, the undersigned, being the whole members of Harlaw Property Management Limited entitled to attend and vote at general meetings of the Company, in terms of the power available to us and contained in Section 381A of the Companies Act 1985 DO HEREBY RESOLVE as follows and hereby declare that such Resolution shall be deemed to be a Special Resolution of the Company:-

1. "That the name of the Company be changed with immediate effect to "Castleland Limited"."

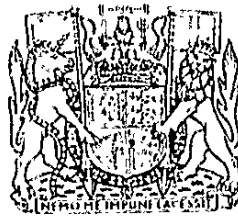
Dated this 28th day of March 1995.

  
.....  
J G BARRACK Jnr  
for and on behalf of Chess Holdings International Limited

  
.....  
J G BARRACK Snr



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 69466

The Registrar of Companies for Scotland hereby certifies that

**HARLAW PROPERTY MANAGEMENT LIMITED**

having by special resolution changed its name, is now incorporated  
under the name of

**Castleland Limited**

Given at Companies House, Edinburgh, the 5th April 1995

**J. HENDERSON**

Registrar Of Companies



**C O M P A N I E S   H O U S E**