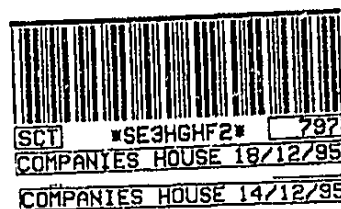


Company number: 74783 Sc.

The Companies Act 1985

**COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
LE MERIDIEN PICCADILLY LIMITED**



Pursuant to Section 381A of the Companies Act 1985 ('the Act')
Passed on 28 November 1995


WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as Written Resolutions pursuant to Section 381 of the Act;


ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Act shall apply, in place of Section 80A and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
2. THAT the Company hereby elects:
 - (a) to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252.
 - (b) to dispense with the holding of annual general meetings in accordance with Section 366(A); and
 - (c) to dispense with the obligation to appoint auditors annually in accordance with Section 386.

WRITTEN RESOLUTIONS

- (1) THAT pursuant to Section 390A of the Act, the Directors be and are hereby authorised in respect of the current and subsequent financial years of the Company to determine the remuneration of the auditors.
- (2) THAT the regulations contained in the printed document marked 'A' submitted to this meeting and, for the purposes of identification signed by the Chairman hereof 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.


(for and on behalf of
Meridien Holdings U.K. Limited)


(for and on behalf of
Forte Nominees Limited)