

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 125204

The Registrar of Companies for Scotland hereby certifies that

MACDONALD HOTELS LIMITED

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

MACDONALD HOTELS AND RESORTS LIMITED

Given at Companies House, Edinburgh, the 10th February 2004



CSC1252049



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E

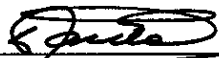
COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MACDONALD HOTELS LIMITED

(Registered No. SC125204)

Notice is hereby given that in accordance with section 381A of the Companies Act 1985 (as amended), on 30 January 2004 the following special resolution was passed by the shareholders of the Company by way of written resolution:

WRITTEN RESOLUTION

"THAT the name of the Company be changed to "Macdonald Hotels and Resorts Limited".


DONALD JOHN MACDONALD, director
for and on behalf of Macdonald Hotels
Limited

Date: 30 January 2004

