



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company Number

125335

I hereby certify that

THE BALMORAL HOTEL HARROGATE LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Signed at Edinburgh

31 MAY 1990

J. HENDERSON
for Registrar of Companies

G

Statutory Declaration of compliance
with requirements on application
for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

125335

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

Name of company

* THE BALMORAL HOTEL HARROGATE LIMITED

* insert full
name of Company

I, Lorna Ann Sibbald
of 20 Ainslie Place, Edinburgh EH3 6AU

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)(1)~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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

Declarant to sign below

the 23rd day of May
One thousand nine hundred and ninety
before me John Alan Brown Dunlop

Lorna Sibbald

Alan Brown Dunlop
Notary Public

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): 44/B182.11/cgh

Dorman Jeffrey & Co.,
Solicitors,
20 Ainslie Place,
Edinburgh EH3 6AU

Tel: 031 225 9999

For official Use


New Companies Section

Post room

[Stamp]

**MEMORANDUM OF ASSOCIATION
of
THE BALMORAL HOTEL HARROGATE LIMITED**

44/B182.11/H44099/cgh



125335

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

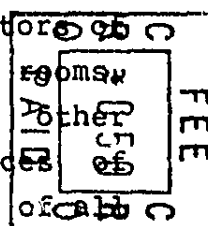
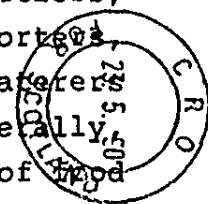
MEMORANDUM OF ASSOCIATION

of

THE BALMORAL HOTEL HARROGATE LIMITED

1. The name of the Company is THE BALMORAL HOTEL HARROGATE LIMITED.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company will be established are:-

(1) (a) To acquire, establish, develop, carry on and act as managers for all or any of the businesses of hotel, inn, restaurant, cafe, tavern and beerhouse keepers, licensed victuallers, wine, beer and spirits, aerated, mineral and artificioal waters, cider and other drinks merchants, bottlers, brewers, maltsters, distillers, importers, exporters and manufacturers and purveyors, caterers for public leisure and amusements generally, food importers, merchants and dealers or brokers of food and produce of all descriptions, hairdressers, perfumers, dealers in all kinds of clothing, china, glass and fancy goods and ornaments, proprietors of clubs, baths, dressing rooms, billiard rooms, assembly rooms for balls, concerts and other functions whatsoever, grounds and places of amusement, recreation, sport, entertainment of



1090

kinds, tobacco, cigar and cigarette merchants, book-sellers, stationers and newsagents, agents for airline, railway and shipping companies and carriers, general agents and any other business which can be conveniently carried on in connection therewith;

- (b) to promote the interests of any company which is for the time being the subsidiary, associated, holding company or subsidiary or associated company of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company.
- (2) To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations, securities by any government, sovereign ruler, commissioners, trust, public body or other authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (3) To acquire any such shares, stocks, and others beforementioned by subscription, syndicate, participation, underwriting, tender, purchase, exchange, or otherwise and to subscribe for the

same, either conditionally or otherwise, and to guarantee or underwrite the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (4) To sell, exchange, or otherwise dispose of, deal with, or turn to account, any of the shares, stocks, and others acquired or agreed to be acquired, and generally to vary the securities and investments of the Company from time to time.
- (5) To lend money with or without security to any parties and on such terms as may seem expedient or to make advances upon investments, to negotiate loans, to offer for public subscription or otherwise, and to assist in placing any investments and generally to advance and lend money and assets of all kinds.
- (6) To undertake and execute any trusts which the Company may think it expedient to undertake; and to act as agents, managers, secretaries, registrars, executors, factors or liquidators.
- (7) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business; and to undertake obligations of every kind and description upon such terms as the Company or its Directors may consider desirable, and by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) to secure and guarantee the performance by the Company or any other company of any obligation undertaken by the Company or any other company as the case may be.

- (8) To receive money on deposit, loan or otherwise, upon such terms as the Company may approve; and to carry on business as bankers and financiers and to undertake and carry out all such deals and transactions as any individual may lawfully undertake and carry out.
- (9) To purchase, feu, take on lease or in exchange or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property, and to manage, maintain, improve, develop and turn the same to account, to expend money in maintaining, improving or adding to the marketable value of same or in the demolition of buildings and other erections thereon, or in the erection thereon of buildings of such a nature and for such purposes as to the Directors may seem proper, and to sell, feu, sub-divide, let or otherwise dispose of, or deal with, all or any part of any such property or rights.
- (10) To purchase, take on lease, acquire and use for any purposes of the Company, any machinery, stock-in-trade and other property, rights, privileges and interests (including letters patent, licences, copyrights, trade marks, secret processes, designs, goodwill and concessions), and other rights of whatever kind, real or heritable and personal or moveable or any of them; and to hold, exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of same.
- (11) To pay all preliminary expenses of the Company and

of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may competently be interested.

- (12) To provide all requisite accommodation and facilities for the purposes of the Company.
- (13) To purchase, lease, or otherwise acquire or undertake the whole or any parts of the business, undertaking, property and liabilities of any person or company carrying on or authorised to carry on any business which the Company is authorised to carry on or which may be conducted so as directly or indirectly to benefit the Company or possessed of any property suitable for the purposes of the Company, or the stock, shares and debentures or other interest of or in any such company, or to amalgamate with any such company, and for the purpose of such amalgamation to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of any such company or part thereof.
- (14) To pay for any purchase or acquisition in cash or by annual, perpetual or terminable payments, redeemable or irredeemable, or by bills of the Company, or by shares of the Company of any class, and whether fully paid up or partly paid up, or by debentures, debenture stock or other securities or acknowledgments of the Company or one or more of them or part of the one and part of the other or others or in any other way.
- (15) To borrow or raise or secure the payment of money for the purposes of the business of the Company in such manner as the Company or its Directors may

think fit, and to issue bonds, debentures and debenture stock or other obligations or securities whether charged or not charged on the whole or any part of the property (present and future) assets or revenue of the Company, or its uncalled capital or by mortgage, pledge, conveyance, bond, assignment in security or other obligations of the Company, and to redeem, purchase or pay off such securities.

- (16) To draw, make, accept, execute, endorse, negotiate, discount, issue and deal in promissory notes, bills of exchange, drafts, warrants, cheques, mandates, coupons, bills of lading, shipping documents, dock or warehouse warrants and other negotiable or transferable documents.
- (17) To sell, dispose of, or transfer the business or undertaking of the Company, or any branch or part thereof or any property or assets thereof, in consideration of payment in cash or royalties or other perpetual or terminable payments, or in shares (partly or fully paid up) or debentures, debenture stock, or other securities of any other company or in one or other or all of such modes of payment or in such manner and for such consideration as the Company may think fit.
- (18) To promote or concur in promoting any companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concession or co-operation with any persons, companies or societies carrying on or about to carry on any business or branch of business which

the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (20) To adopt such means of making known the business of and the services and facilities provided by the Company and keeping the same before the public as may seem expedient.
- (21) To remunerate any person, association, firm or company for services rendered or to be rendered to the Company or in or about the conduct of the Company's business, and that by cash payment or by allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (22) To grant pensions, allowances, gratuities and bonuses or other benefits or any share or interest in the profits of the Company's business or any part thereof and generally, so far as is lawful, to make voluntary or ex gratia payments either in money or moneysworth to Directors or former Directors or employees or ex-employees of the Company, or of any subsidiary, allied or associated company, or of any company or business which is acquired by the Company, or to the widows or children or other dependants of such person, and to make or enter into arrangements for the provision or policies of life assurance or to purchase annuities for any such persons or otherwise to provide for them, and to establish and support or aid in the establishment or support of hospitals, dispensaries, places of recreation, institutions, clubs or organisations, calculated to benefit persons employed by the Company, and to support and subscribe and guarantee money to any public trade,

charitable, educational, religious or other objector to any exhibitions or exposition calculated to advance the interest of the Company or the persons employed by the Company or its predecessors in business or any associated or subsidiary company.

- (23) To distribute any of the property and assets of the Company among the members in specie (and, in particular, any shares, stocks, debentures or securities of other companies which belong to the Company or of which the Company has the right to dispose) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (24) To obtain or assist in obtaining any Provisional Order or Act of Parliament or other necessary authority or sanction for enabling the Company to carry any of its objects into effect; or for effecting any modification of the Company's constitution; and to assist in procuring alterations in the law; and to oppose any Parliamentary or other proceedings which the Company may think adverse to its interest.
- (25) To acquire or obtain from any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person, any charters, rights, privileges and concessions which may be conducive to any of the objects of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions.

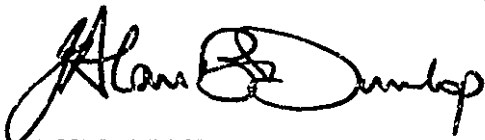
- (26) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (27) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be deemed advisable to undertake with a view to development, rendering valuable, prospecting or turning to account any property, heritable or moveable, real or personal, belonging to the Company, or in which the Company may be interested.
- (28) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or contractors, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (29) To do all such other things which are or which the Company may consider to be incidental or conducive to the attainment of the above objects or any of them.

Declaring that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any person, partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and also that the objects expressed in each paragraph of this clause, shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

WE, the several persons whose names and addresses 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.

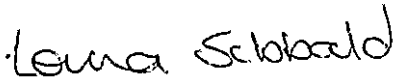
NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
--	---



One

JOHN ALAN BROWN DUNLOP
20 Ainslie Place,
Edinburgh EH3 6AU

Solicitor



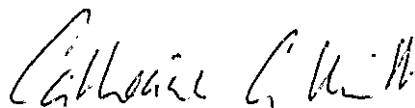
LORNA ANN SIBBALD
20 Ainslie Place,
Edinburgh EH3 6AU

One

Solicitor

Dated the 23rd day of May, 1990.

Witness to the above Signatures:-



CATHERINE GRACE HERRIOT
20 Ainslie Place,
Edinburgh EH3 6AU

Secretary

ARTICLES OF ASSOCIATION
of
THE BALMORAL HOTEL HARROGATE LIMITED

44/B182.11/H44091/cgh

23 MAR 1990

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DORMAN JEFFREY & CO., SOLICITORS, EDINBURGH

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE BALMORAL HOTEL HARROGATE LIMITED

1. APPLICATION OF TABLE A

1.1 The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to and shall be the regulations of the Company save insofar as they are excluded or varied hereby or are inconsistent herewith and regulation 1 of Table A, as it applies to and is a regulation of the Company, shall apply for the purposes of the interpretation of these presents.

1.2 The regulations numbered 5, 24, 35, 40, 65 to 69 inclusive, 73 to 77 inclusive, 80, 82 to 84 inclusive, 87, 93 to 98 inclusive and 102 of Table A, shall not apply to the Company and the following Regulations shall be modified:-

regulation 6 so that the words "and bear autographic signatures of at least two directors or one director and the secretary" shall be inserted after the words "Every certificate shall be sealed with the seal";

regulation 10 so that the words "Neither the purchaser nor, if a different person, the transferee shall be bound to see to the application of the purchase money and" shall be inserted immediately before the words "The title";

regulation 11 so that the words "thereof as determined by the directors" be inserted after the words "costs";

regulation 15 so that the words "in whole or in part" shall be inserted after the words "remains unpaid";

regulation 18 so that there shall be added to the end of the first sentence thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment";

regulation 37 so that the words "or any member" shall be held to be delete;

regulation 38 so that the words "or a resolution appointing a person as a director" shall be held to be delete;

regulation 59 so that the second sentence thereof shall be held to be delete;

regulation 64 so that the words in parenthesis shall be held to be delete;

regulation 78 so that the words "Subject as aforesaid" and the words from and including the word "and" to the end of the regulation shall be held to be delete;

regulation 79 so that the second and third sentences thereof shall be held to be delete;

regulation 81 so that

(i) the year "1960" shall be held to be delete and in lieu thereof the year "1984" shall be inserted; and

- (ii) there shall be added at the end thereof the following additional sub-paragraph

"(f) he shall be the subject of a notice of removal, given pursuant to article 8.7 of the articles of association of the Company.";

regulation 85 so that there shall be added at the end thereof the following additional sub-paragraph

"(d) may vote on, and be counted in the quorum present at a meeting in relation to, a resolution relating to our touching upon any such transaction, arrangement or body corporate.";

regulation 89 so that the second sentence thereof shall be held to be delete;

regulation 93 so that the words from and including "but a resolution" to the end of the regulation shall be held to be delete.

2. SHARE CAPITAL

2.1 The share capital at the date of adoption of these articles is £100 divided into 100 ordinary shares of £1 each.

2.2 Subject to the provisions of the Act, the Company may at any time and from time to time

2.2.1 issue shares which are or are liable to be redeemable, whether at the option of the Company or the holders thereof, and

2.2.2 purchase its own shares (including any redeemable shares).

3. PRIVATE COMPANY

- 3.1 The Company is hereby declared to be a private company and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company.
- 3.2 The Company shall not have power to issue share warrants to bearer.

4. ALLOTMENT OF SHARES

- 4.1 The directors shall not be entitled to allot any shares, or grant any rights to subscribe for, or to convert any security into, shares in the capital of the Company, unless otherwise authorised by the Company in general meeting.
- 4.2 Unless otherwise determined by ordinary resolution of the Company all or any unissued shares shall before issue be offered to the members holding ordinary shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing specifying the number of shares comprised in the offer and specifying a date (being not less than fourteen days after the date of the offer) after which the offer, if not by then accepted, will be deemed to have been refused. The offer shall indicate that a member may accept in respect of a lesser number of shares than those comprised in the offer and shall also include notification to the effect that a member to whom the offer is made who desires an allotment of shares in excess of the number of shares comprised in the offer should within twenty one days from the date of the offer state how many excess shares he desires to have. If one or more of the members to whom the offer is made do not accept the offer in respect of all the shares offered to them, the shares in respect of which no acceptance is received (the "excess shares") shall be applied in satisfying any request or requests for excess shares. In the event of the excess shares being insufficient in number to satisfy all

the requests received for excess shares such request or requests for excess shares shall be satisfied to an extent in proportion as nearly as circumstances admit to the then existing holding of ordinary shares of the members making such requests. If any shares are not taken up by the existing members in accordance with the provisions of this article then the directors may dispose of such shares to such persons and on such terms and conditions as they deem desirable and without prejudice to the foregoing generality they may allot such shares in payment for property sold or transferred or for services rendered to the Company or for such other consideration as the directors may think fit and the shares so allotted may be issued as, and shall be deemed to be, partly paid up or fully paid up shares.

- 4.3 The provisions of sections 89(1) and 90(1) to (6) of the Act (as the same may be modified or re-enacted) are hereby expressly excluded.

5. TRUSTS

The Company shall be entitled, but shall not be bound, to accept and, in the event of acceptance, shall be entitled to record in such manner as it may think fit, notices of any trusts in respect of any shares of the Company. Notwithstanding any such acceptance and/or the making of any such record, the Company shall not be bound to see to the execution, administration or observance of any trust whether expressed, implied, or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purposes of this provision "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof or such other rights in case of transmission thereof as are hereinafter mentioned.

6. TRANSFER OF SHARES

The directors may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

7. MEETINGS

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be two persons present and holding or representing by proxy in the aggregate at least one-half of the capital of the Company whose holders are entitled to be present and vote.

8. DIRECTORS

- 8.1 Unless otherwise determined by the Company in general meeting, the number of directors shall be not less than two.
- 8.2 A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the members of the Company.
- 8.3 Each of the directors shall receive such fee, if any, as such director as the Company shall from time to time determine in general meeting.
- 8.4 All the directors shall be repaid all travelling, hotel and other expenses properly incurred by them in attending board meetings, or otherwise in connection with the business of the Company.
- 8.5 Without restricting the generality of the powers conferred on the directors, the directors may give or award pensions,

annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them and so that any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise) and may vote as a director in respect of the exercise of any of the powers by this article conferred upon the directors, notwithstanding that he is or may be or become interested therein.

- 8.6 A resolution in writing signed by all the directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors.
- 8.7 The holders of more than one half of the equity share capital of the Company shall be entitled at any time and from time to time by notice in writing to the secretary of the Company to appoint any person to be a director of the Company (without limit in number so appointed) and by like notice to remove any of the directors so appointed and at any time or times by like notice to appoint any other person to be a director in place of the director so removed or in place of any director who has died or vacated office in any way and who was originally appointed by them.

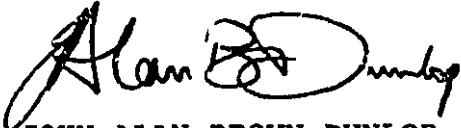
9. DIVIDENDS

The Company may in general meeting declare dividends.

10. INDEMNITY

Subject to the provisions of the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 118 Table A shall be extended accordingly.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS



JOHN ALAN BROWN DUNLOP
20 Ainslie Place,
Edinburgh EH3 6AU

Solicitor



LORNA ANN SIBBALD
20 Ainslie Place,
Edinburgh EH3 6AU

Solicitor

Dated the 23rd day of May, 1990.

Witness to the above Signatures:-



CATHERINE GRACE HERRIOTT
20 Ainslie Place,
Edinburgh EH3 6AU

Secretary

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

1990 35

Name of company

* insert full name
of company

* THE BALMORAL HOTEL HARROGATE LIMITED

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

22 Stafford Street,

Edinburgh

Postcode EH3 7BD

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

Dorman Jeffrey & Co.,

20 Ainslie Place,

Edinburgh

Postcode EH3 6AU

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any): 44/B182.11/cgh

Dorman Jeffrey & Co.,
Solicitors,
20 Ainslie Place,
EDINBURGH EH3 6AU

Tel 031 225 9999

For official Use

General Section

Post room

22 June 1990

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) John Alan Brown Dunlop		Business occupation Solicitor	
Previous name(s) (note 3) None		Nationality British	
Address (note 4) 20 Ainslie Place, Edinburgh		Date of birth (where applicable) (note 6) N/a	
	Postcode EH3 6AU		
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>John Alan Brown Dunlop</i>		Date 23 May 90	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

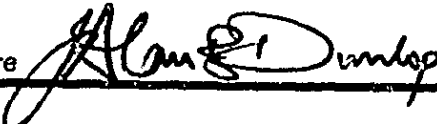
Name (note 3) Lorna Ann Sibbald		Business occupation Solicitor	
Previous name(s) (note 3) None		Nationality British	
Address (note 4) 20 Ainslie Place, Edinburgh		Date of birth (where applicable) (note 6) N/a	
	Postcode EH3 6AU		
Other directorships † None			
I consent to act as director of the company named on page 1			
Signature <i>Lorna Sibbald</i>		Date 23 May 90	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

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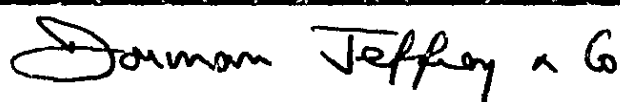
Please complete
legibly, preferably
in black type, or
bold black lettering

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 3 & 7) John Alan Brown Dunlop		
Previous name(s) (note 3) None		
Address (notes 4 & 7) 20 Ainslie Place, Edinburgh		
Postcode		EH3 6AU
I consent to act as secretary of the company named on page 1		
Signature 		Date 23 May 90

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
Postcode		
I consent to act as secretary of the company named on page 1		
Signature		Date

delete if the form is
signed by the
subscribers

	23 May 90
Signature of agent on behalf of subscribers	Date

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

125335

Name of company

* THE BALMORAL HOTEL HARROGATE LIMITED

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	1	2
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month

3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed  Designation † Director

Date 31/5/90

Presentor's name address and
reference (if any):
59/B182.12/cl
Dorman Jeffrey & Co.,
6/7 Blythswood Square,
Glasgow, G2 4AD.

For official Use
General Section

Post room

Company No. 125335

COMPANIES ACT 1985

WRITTEN RESOLUTION

of

THE BALMORAL HOTEL HARROGATE LIMITED
(the "Company")

We, the undersigned, being all the members of the Company entitled to attend and to vote at general meetings of the Company, HEREBY RESOLVE in terms of section 381A of the Companies Act 1985 (the "Act"):-

THAT the Company pursuant to section 379A of the Act hereby elects for the purposes of -

- (a) section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (b) section 366A of the Act, to dispense with the holding of annual general meetings; and
- (c) section 386 of the Act, to dispense with the obligation to appoint auditors annually.

John L. Irvine
.....
Director, for and on behalf of
Balmoral Hotels Limited

John L. Irvine
.....
Director, for and on behalf of
Balmoral International Limited

13th July, 1990



H44427DOC
44/B182.9/cgh

Company No. 125335

Companies Act 1985

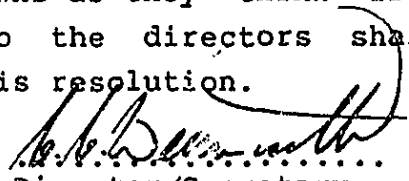
Company Limited by Shares

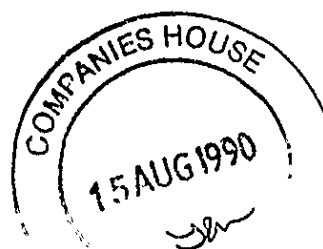
THE BALMORAL HOTEL HARROGATE LIMITED
(the "Company")

SPECIAL RESOLUTION

At an EXTRAORDINARY GENERAL MEETING of the MEMBERS of the COMPANY duly convened and held at 22 Stafford Street, Edinburgh on the 27th day of July, 1990 the following resolution was duly passed as a special resolution:-

THAT the authorised share capital be and is hereby increased to £10,000 by the creation of 9,900 new ordinary shares of £1 each and that the directors be and they are hereby authorised to issue 9,998 ordinary shares of £1 each in the capital of the company from time to time and on such terms and to such persons as they think fit, provided that the authority hereby given to the directors shall expire 5 years from the date of passing of this resolution.


.....
Director/Secretary



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

125335

Name of company

* THE BALMORAL HOTEL HARROGATE LIMITED
--

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27th July, 1990 the nominal capital of the company has been
increased by £ 9,900 beyond the registered capital of £ 100

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

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 follow: they are to rank pari passu in all
respects with the existing ordinary shares of £1 each in the capital of the
company.

Please tick here if
continued overleaf☐

Signed

[Director][Secretary]† Date 27th July, 1990

delete as
appropriatePresenter's name address and
reference (if any): 44/B182.9/cghDorman Jeffrey & Co.,
Solicitors,
20 Ainslie Place,
Edinburgh EH3 6AUFor official Use
General Section

Post room

15 AUG 1990

16
X ————— X
Darius

THE COMPANIES ACT 1985

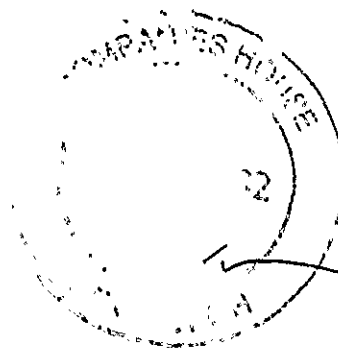
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

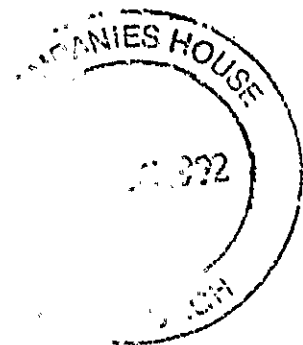
of

THE BALMORAL HOTEL HARROGATE LIMITED

Registered No. 125335



DUNDAS
&
WILSON
CS
SOLICITORS



Saltire Court
20 Castle Terrace, Edinburgh
EH1 2EN
Telephone 031-228 8000

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BALMORAL HARROGATE PROPERTY LIMITED

(Adopted by Special Resolution dated 1992)

CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of the Companies Act 1985 (as amended by the Companies Act 1989) (hereinafter referred to as "the Act") and of the Memorandum of Association of the Company and of the Regulations contained in Table A, in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") with the exception of Regulations 2, 24, 40, 64, 65, 68, 73 to 81 (inclusive) 101 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 each.
3. In accordance with Section 91 of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to the Company.
4. Without prejudice to the provisions of Regulation 5 of Table A, the Company shall be entitled to register trustees as such in respect of

any shares held upon any trust.

SHARE CERTIFICATES

5. Regulation 6 of Table A is hereby modified by the adding after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof the following:-

"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act".

LIEN

6. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

FORFEITURE OF SHARES

7. Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:-

"and all expenses that may have been incurred by the Company by reason of such non-payment."

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly

authorised representative of a corporation shall be a quorum.

10. Regulation 41 of Table A is hereby modified by the deletion of the words "or if during a meeting such a quorum ceases to be present."
11. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly authorised representative, and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
12. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Office of the Company three clear days prior to such meeting.
13. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 112 and 116 of Table A shall be construed accordingly.

DIRECTORS

14. Unless otherwise determined by ordinary resolution of the Company, the number of Directors (other than alternate Directors) shall not be less than one and there shall be no maximum number. If and so long as there is a sole Director, he may act alone in exercising all the powers and authorities vested in the Directors.
15. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
16. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

17. The office of a Director shall be vacated:-

- (a) if he becomes apparently insolvent (or bankrupt in any other jurisdiction) or suspends payment or compounds with his creditors;
- (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;
- (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
- (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re-enactment thereof;
- (e) if he is removed from office by notice in writing signed by all his co-Directors and served upon him;
- (f) if he shall for more than six 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.

18. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

19. Regulation 94 of Table A is hereby modified by the insertion after the end of paragraph (d) thereof of the words "or unless he has disclosed to the Directors the nature and extent of any material interest or duty of his as aforesaid in accordance with the provisions of Regulations 85 and 86 of Table A".

ALTERNATE DIRECTORS

20. Any Director (other than an Alternate Director) may appoint any other

person (including any other Director) who is willing to act to be an Alternate Director and may remove from office an Alternate Director so appointed by him.

21. Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in such manner as may otherwise be provided for in these Articles or as may be approved by the Directors.

THE SEAL

22. Regulation 101 of Table A shall have effect subject to the provisions of Section 36B of the Act.

INDEMNITY

23. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge 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 which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company 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 or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
24. Without prejudice to the provisions of Article 23 the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees

or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; for the purposes of this article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Act.

OVER-RIDING PROVISIONS

25. In the event that any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Section 303 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (a) the Parent may at any time and from time to time appoint any person to be a Director or to be an Alternate Director for such Director or remove from office any Director or Alternate Director howsoever appointed;

(b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

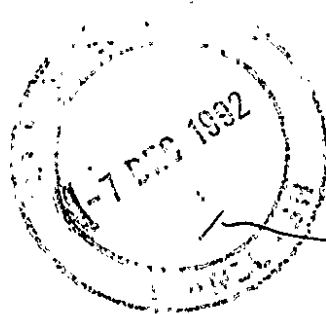
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
THE BALMORAL HOTEL HARROGATE LIMITED
(No 125335)

At an Extraordinary General Meeting of the above Company duly convened and held at Saltire Court, 20 Castle Terrace, Edinburgh on the 19TH day of November 1992, the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

"That the Company adopt new Articles of Association in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof in substitution for and to the exclusion of the existing Articles of Association."

AIM
.....
Secretary



ARTHUR ANDERSEN

ARTHUR ANDERSEN & CO. SC

SC 125335
"g" Doc.

30 November 1992

The Company Secretary
The Balmoral Hotel Harrogate Ltd
Saltire Court
20 Castle Terrace
Edinburgh
EH2 2EN

St. Paul's House
Park Square
Leeds LS1 2PJ
0532 438222 Telephone
0532 459240 Facsimile

Our ref le-pf008

Your ref 0532 416 326

Direct line

Dear Sir,

As requested, we hereby submit our resignation as auditor of The Balmoral Hotel Harrogate Limited and Balmoral Harrogate Property Limited with immediate effect.

As required by section 394 (1) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or the creditors of the Companies.

Yours faithfully,

Arthur Andersen



BANK OF SCOTLAND

Constituted by Act of Parliament 1695

Head Office

P.O. Box No. 5
The Mound
EDINBURGH EH1 1YZ

The Registrar of Companies,
Companies House,
100 George Street,
EDINBURGH,
EH2 3DJ.

Telephone: Direct Line 031 243 5451
Switchboard 031 442 7777
Fax: 031 243 5546
Telex 72275

Our Ref: KMB/SH

Your ref:

4th May 1993

Dear Sir,

Bank of Scotland Subsidiaries
Accounts for the year ended 28th February, 1993

I refer to my letter of 20th April with which I enclosed one set of Accounts for each of the undernoted companies. I am now writing to confirm that, notwithstanding the statement within the Directors' Report, the Auditors of these companies are deemed to be re-appointed each year.

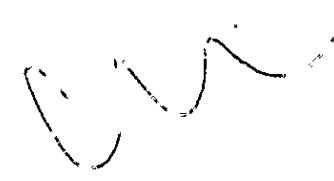
Yours faithfully,

Mrs. Karen M. Bothwell,
Executive Assistant,
Executive Office.

Note referred to:-

Balmoral Edinburgh Property Limited
Balmoral Harrogate Property Limited

SC 125335



G**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

1. To the Registrar of Companies
-
- (Address overleaf - Note 6)

Company number

125335

Name of company

* The Balmoral Hotel Harrogate Limited

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

2 8 0 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

2 8 0 2 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]‡ undertaking of
Uberior Trading Limited,

The Mound, Edinburgh. company number 102957

the accounting reference date of which is 28th February

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A

and it is still in force.

6. Signed
- Tom H. Brown
- Designation: Secretary Date 29/9/93

Presentor's name address
telephone number and reference (if any):Mrs. K.M. Bothwell,
Bank of Scotland,
Executive Office,
The Mound,
Edinburgh, EH1 1YZ.
Tel. 031-243 5451For official use
J.C.E.30 SEP 1993
EDINBURGH

Post room