

PACIFIC SHELF 406 LIMITED
(Incorporated in Scotland No. 131773)

At an Extraordinary General Meeting of Pacific Shelf 406 Limited held on Thursday the 17th day of October 1991 at Apex House, 99 Haymarket Terrace, Edinburgh EH12 5HD the following resolutions were duly passed as Special Resolutions:-

RESOLUTION 1

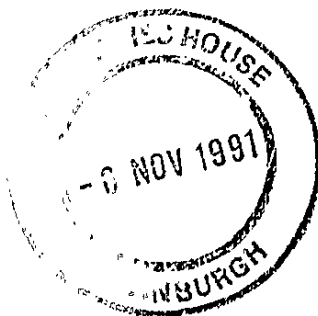
That the name of the Company be and is hereby changed to "Edinburgh International Conference Centre Limited".

RESOLUTION 2

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be and are hereby altered by:-

- (a) deleting paragraph (1) of Clause 3 of such Memorandum and by substituting therefor the following new paragraph:-

- "(1) (i) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in heritable and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether heritable, moveable, real or personal) and to turn the same to account as may seem expedient,



and in particular by laying out streets, roads and squares, constructing sewers and draining, planting, paving and preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, workshops, hotels, shops, bus stances, garages, leisure centres, conference centres, buildings, works and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by issuing and disposing of the same, and by advancing money to and entering into contracts with builders, tenants and others, and to manage and develop any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services, and all conveniences and amenities commonly required therewith, to acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient, and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and others, 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, haulage and transport contractors, electricians and general engineers;

- (11) To carry on business as providers of buildings or facilities for the promotion, organisation, staging, production or performance of every kind of

exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to hire, let out or otherwise permit the use of the property of the Company upon such terms as the Directors of the Company shall think fit for any purpose, whether public or private;

(iii) To act as promoters and organisers of every kind of exhibition, show, display, trade or other fair, rally, conference, spectacle, entertainment, amusement, recreation and sporting and other event and to provide all kinds of conveniences and attractions for exhibition organisers, participants, exhibitors, spectators, visitors and others;

(iv) To carry on business as proprietors of hotels, restaurants, refreshment and tea rooms, cafes, milk and snack bars, lounge bars and other premises licensed to dispense alcoholic beverages, and as caterers and contractors for the provision of every need or want;"

(b) inserting in Clause 3 of such Memorandum the following new paragraph (15) after paragraph (14) thereof and renumbering the succeeding paragraphs accordingly:-

"(15) 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 any 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 in 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 and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this paragraph "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989."

RESOLUTION 3

That the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof as relative to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

Mervyn Director
for and on behalf of
MN Develanes Limited
Secretaries



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

131773

The Registrar of Companies for Scotland hereby certifies that

PACIFIC SHELF 406 LIMITED

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

**EDINBURGH INTERNATIONAL CONFERENCE CENTRE
LIMITED**

Given at Companies House, Edinburgh, the

12 NOVEMBER 1991

Registrar of Companies

