

EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED

(Incorporated in Scotland No. 131773)

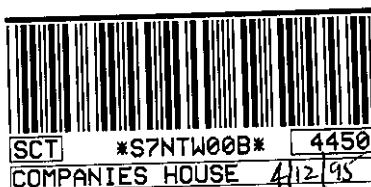
At an Extraordinary General Meeting of EDINBURGH INTERNATIONAL CONFERENCE CENTRE LIMITED held on 29th November 1995 the following resolution was duly passed as a Special Resolution:-

THAT:-

- (a) the objects of the Company as set out in its Memorandum of Association be altered by deleting paragraph (6) of Clause 3 and by substituting therefor the following new paragraph:-

"(6) To invest and deal with the funds of the Company not immediately required in such investments or upon such securities and in such manner as may be from time to time determined and from time to time to vary any such investments and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, securities, obligations or other investments, rights or interests of or in any company or companies or public, local or regional authority or body in the United Kingdom or elsewhere and to co-ordinate, finance and manage all or part of the business and operations of any such company to establish trusts of any kind and on such terms and to contribute or arrange for the contribution to any such trust of all or any of the assets of the Company, all as the Company may consider to be appropriate or desirable for the business of the Company;"

- (b) 10 of the existing unissued Ordinary Shares of £1 each in the capital of the Company be and are hereby re-classified as 10 RBL Ordinary Shares of £1 each having attached thereto the rights and privileges and being subject to such restrictions and conditions




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as are specified in relation thereto in the Articles of Association of the Company as adopted by paragraph (d) of this Resolution;

- (c) 10 of the existing unissued Ordinary Shares of £1 each in the capital of the Company be and are hereby re-classified as 10 Preference Shares of £1 each having attached thereto the rights and privileges and being subject to such restrictions and conditions as are specified in relation thereto in the Articles of Association of the Company as adopted by paragraph (d) of this Resolution;
- (d) the regulations contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman as relative to this paragraph of 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 the existing Articles of Association of the Company;
- (e) pursuant to Section 95(1) of the Companies Act 1985, Section 89(1) of that Act shall not apply to any allotment of equity securities (within the meaning of Section 94 of that Act) in the capital of the Company.

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Director/~~Secretary~~