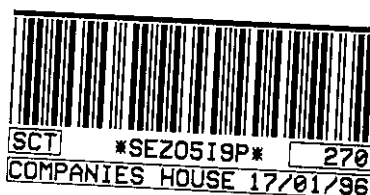


David E. Morton

.....
executed by an authorised signatory
of Comlaw Director Limited, the sole
member of the Company, to identify
this print of the Memorandum of
Association of the Company as
relative to the Written Record of the
decision of the aforesaid Sole
Member dated 15 January 1996

MEMORANDUM OF ASSOCIATION
OF
COMLAW NO. 396 LIMITED
(AS AMENDED BY SPECIAL RESOLUTION
DATED 15/1/1996)

Dorman Jeffrey & Co.,
Solicitors,
Glasgow
78/E40.474/mm



COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

COMLAW NO. 396 LIMITED
(the "Company")

(as altered by Special Resolution dated *15 January* 1996)

1. The name of the Company is Comlaw No. 396 Limited.
2. The registered office of the Company will be situate in Scotland.
3. * The object of the Company is to carry on business as a general commercial company and the Company shall have, without prejudice to the power conferred by statute, the power -
 - 3.1 to carry on all or any of the businesses of hoteliers, proprietors and managers of hotels, guest houses, inns, public houses, restaurants and any other related business;
 - 3.2 to promote the interests of any company which is for the time being a subsidiary, associated or holding company of the Company or a subsidiary or associated company of any such holding company in any manner whatsoever, 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, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid;
 - 3.3 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;

- 3.4 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;
- 3.5 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;
- 3.6 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;

- 3.7 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 its object 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;
- 3.8 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 the object of the Company, and to accept, make payments under, carry out, exercise and comply with any such charters, rights, privileges and concessions;

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 powers expressed in each paragraph of this clause, shall be deemed separate powers 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 subscribers to this Memorandum of Association wish to be formed into a company in pursuance of this memorandum of association and we agree to take the number of shares in the capital of the Company set opposite our name.

NAMES AND ADDRESSES OF SUBSCRIBER

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Signed "David E. Morton"
Authorised Signatory for and
on behalf of Comlaw Director
Limited, Madeleine Smith House,
6/7 Blythswood Square,
Glasgow G2 4AD

One

Dated the 22nd day of August 1995

Witness to the above signature:-

Signed "Karen MacLachlan"

Karen MacLachlan
Madeleine Smith House
6/7 Blythswood Square
Glasgow G2 4AD

Secretary