

**THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES**

**ORCHARD INCORPORATIONS (13S) LIMITED  
NO. SC208806**

On 30th November 2000 the following resolutions were duly passed by written resolution as special resolutions of the Company:-

**SPECIAL RESOLUTION I**

That the Memorandum of Association of the Company be and is hereby amended by the deletion of the second paragraph of Clause 3.1 and the insertion of the following in its place:-

- (a) to carry on in Scotland and elsewhere all or any of the businesses of a property development company in all its branches; and to acquire by lease, purchase, concession, grant, licence or otherwise such lands, buildings, options, privileges and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to construct, reconstruct, improve, alter, decorate, furnish, maintain and demolish or partly demolish hotels, restaurants, conference centres, motels, inns, leisure centres, cafes, coffee bars, brasseries, lounge bars, cocktail bars, bistros, wine bars, shops, kiosks or other retail units, offices, service suites, car parks, garages and other buildings, works and conveniences of all kinds; to consolidate or connect or subdivide properties and to sell, let, licence, lease or otherwise dispose of the same, and to advance money to and enter in contracts with builders and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account;



M

- (b) to carry on in Scotland and elsewhere any or all of the businesses of proprietors and managers of hotels, restaurants, conference centres, motels, inns, leisure centres, cafes, coffee bars, brasseries, lounge bars, cocktail bars, bistros, wine bars, shops, kiosks or other retail units and all other kinds of licensed and unlicensed premises, offices, service suites, car parks, garages and other buildings, licensed victuallers, caterers, dealers in cigarettes and tobacco, magazines, newspapers, chocolate toiletries, fancy goods and novelties of all and any description; to act as theatre and entertainment ticket agents; proprietors and managers of clubs, discotheques, leisure complexes and all other premises suitable for recreations, sports, games and all other leisure activities; to provide facilities for all tourist related developments; to let the Company's premises or any part thereof for banquets, dinners, concerts, dances or any other social functions which the company may consider desirable; to equip and furnish any property for the purpose of letting it to visitors or guests, whether in single rooms, suites, or otherwise; and to act as merchants generally;
- (c) to buy, sell and deal generally in plant, machinery, appliances, apparatus, materials, produce and articles of every description capable of being used in connection with the foregoing business;
- (d) to do any similar business which may be conveniently carried on in connection with any of the Company's objects or may be expected to increase the value or make more profitable its properties, assets, rights or interest;

#### **SPECIAL RESOLUTION II**

That the unissued Share Capital of 98 Ordinary Shares of £1.00 each in the capital of the Company be and are hereby re-designated as 40 A Ordinary Shares of £1.00 each and 58 B Ordinary Shares of £1.00 each and that the 2 issued Ordinary Shares of £1.00 each in the capital of the Company be and are hereby re-designated as B Ordinary Shares of £1.00 each, each share having the rights and privileges and being subject to the obligations specified in the Articles of Association to be adopted shortly.

#### **SPECIAL RESOLUTION III**

That the regulations contained in the document annexed hereto and marked "Articles" for the purposes of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Certified a true copy



Director