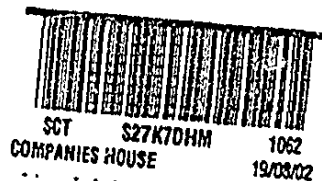


19 - 08 - 02

Company Number: SC221776



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CITRUS HOTELS LIMITED
(the "Company")

Passed on 25th July 2002

We, the undersigned, being all the members of the Company entitled to vote at a general meeting, resolve that the following Resolutions numbers 1 and 2 shall have effect as Ordinary Resolutions and Resolutions numbers 3 and 4 shall have effect as Special Resolutions as if passed at a General Meeting duly convened and held:-

ORDINARY RESOLUTION

1. "That the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £500,000 divided into 500,000 Ordinary Shares of £1 each, such shares having the rights and being subject to the conditions attached to them respectively by the Articles of Association of the Company."

ORDINARY RESOLUTION

2. "That
 - (a) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) ("the Act") to allot and issue such number of relevant securities (as defined in that section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the Articles of Association of the Company:

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W. & S. Jones, London

- (i) the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £499,998; and
 - (ii) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the fifth anniversary of the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- (b) all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked."

SPECIAL RESOLUTION

3. "That pursuant to Section 95(1) of the Companies Act 1985 as amended ("the Act"), Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."


 Signed by IAN GANNEY


 Signed by RICHARD HARRINGTON

Auditors' acknowledgement of receipt (Baker Tilly)