

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

OF

MANORVIEW LIMITED

At an Extraordinary General Meeting of the Members of the said Company convened and held at

14 MITCHELL LANE, GLASGOW, G1 3NU.

on the 7th day of JANUARY 2005.

the following Special Resolution was duly passed:-

- 1/ That Clause 3(A) of the Memorandum of Association be deleted and the following new clause 3(A) be substituted therefore;

To carry on in Scotland and elsewhere all or any of the businesses of proprietors, operators and managers of night clubs, discotheques, clubs, dance halls, concert halls, public houses, hotels, inns, wine bars, restaurants, bistros, cafes and entertainment venues of all and every description and to act as organisers and promoters of entertainment, amusement, leisure and recreational activities of all kinds; to act as suppliers of mobile discotheques, publicans, licensed victuallers, wine, beer and spirit merchants, catering and refreshment agents and contractors and to provide services of all kinds which may be required, directly or indirectly, in connection with the foregoing; to act as advertising, marketing and promotional agents and contractors, dealers in property and estates, general merchants and traders and to undertake, perform and carry out all kinds of commercial, trading and financial operations and to buy, sell and deal in articles and things of all kinds which may be required for the purposes of the said businesses, or any of them, or which may seem capable of being profitably dealt with in connection with any of such businesses or likely to be required by customers of or persons having dealings with the Company.

- 2/ That the Share Capital of the Company be increased from 100 Ordinary Shares of £1.00 each to 50,000 Ordinary Shares of £1.00 each by the creation of 49,900 Ordinary Shares of £1.00 each to rank equally in all respects with existing shares.

Presented by:

SCOTT'S COMPANY FORMATIONS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH



A handwritten signature in black ink is written over a horizontal line.

DIRECTOR / SECRETARY