

Company No. 1796064

**THE COMPANIES ACT OF 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF QUALITY HOTELS LIMITED**

At an Extraordinary General Meeting the above-named company duly held on 25 May, 1994 the following resolution was passed as a Special Resolution:-

"THAT the Articles of Association of the Company be amended by the insertion of a new regulation (to be numbered 3) in the following form:-

TRANSFER OF SHARES

3. (a) The Directors may decline to register any transfer of any share, whether or not it is a fully paid share if such share is transferred in breach of these Articles or any agreement entered into by the Members from time to time regulating their relationships inter se.
- (b) The sale, assignment or other transfer, whether voluntary or involuntary or the result of a merger, reconstruction, amalgamations, consolidation or similar action of all or any part of the shares of a Member to a party other than another Member is prohibited without first obtaining the unanimous consent of all the other Members.

and the renumbering of all subsequent regulations accordingly and the insertion of a new regulation (to be numbered 19) in the following form:-

AUTOMATIC WINDING UP

15. (a) Upon the occurrence of any of the following events the provisions of this Article shall apply with respect to the automatic dissolution of the Company:
- (i) In the case of a holder of shares who is a natural person those events are:
- his death;
  - his insanity or mental disorder and the making of an order by a court having jurisdiction (whether in the United Kingdom or



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elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

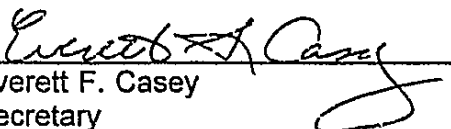
- the commencement against him of bankruptcy proceedings (or any equivalent or analogous procedure under the law of any jurisdiction)

(ii) In the case of any holder of shares which is not a natural person those events are:

- its dissolution, liquidation or winding up;
- the commencement against it of proceedings in respect of insolvency or for liquidation (or any equivalent or analogous procedure under the law of any jurisdiction).

(b) Upon the occurrence of an event referred to in Article 15(a):

- (i) the Directors shall cause an Extraordinary General Meeting of the Company to be convened for a date no later than 90 days after the occurrence of the event in question at which an Ordinary Resolution will be proposed requiring that the Company be wound up (the "Liquidation Resolution"). At such meeting the votes of those members (whether present in person or by proxy) who vote in favour of the Liquidation Resolution shall be pro tanto increased (fractions of a vote being permitted) so far as necessary to ensure that such resolution shall be carried unless members holding or beneficially entitled to at least 95% of the issued share capital of the Company vote that the Company should not be wound up; and
- (ii) the Directors shall, prior to the date of the Extraordinary General Meeting at which any Liquidation Resolution is to be proposed, request the Company's auditors to report on whether the Company is solvent within the meaning of Section 89(1) of the Insolvency Act of 1986 (or any statutory modification or re-enactment thereof) and, if the auditors' report confirms that it is solvent, the Directors shall, within the time period specified in Section 89(2) of that Act, give a declaration of solvency in accordance with that Section."

  
Everett F. Casey  
Secretary