

COMPANY NUMBER 00339238

ZOE RESORTS LIMITED
(the *Company*)

WRITTEN MEMBER'S RESOLUTION

In accordance with regulation 53 of Table A as defined and incorporated in the Articles of Association of the Company, **WE**, being the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **AGREE** that the following resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held, of which Resolution 1 will be passed a special resolution, Resolutions 2, 3 and 6 will be passed as ordinary resolutions, and Resolutions 4 and 5 will be passed as extraordinary resolutions, and accordingly **WE RESOLVE**:

- 1 **THAT** the Company be wound up voluntarily
- 2 **THAT** CHRISTOPHER JOHN HUGHES of Kroll Talbot Hughes LLP of 10 Fleet Place, London, EC4M 7RB be and is hereby appointed liquidator for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any Act or enactment to be done by the liquidator may be done by one or more of the persons for the time being holding the office of liquidator (the *Liquidator*)
- 3 **THAT** the remuneration of the Liquidator shall be fixed on the basis of the time spent by the Liquidator and their staff in attending to matters arising prior to and during the winding up of the Company and that remuneration be drawn in accordance with the terms of the engagement letter between Kroll Talbot Hughes LLP and Le Meridien Hotels & Resorts Limited dated 14 September 2005 (as supplemented by the letter from Kroll Talbot Hughes LLP dated 21 September 2005)
- 4 **THAT** the Liquidator be and is hereby authorised to distribute to the members in specie or in kind the whole or any part of the assets of the Company
- 5 **THAT** the Liquidator be and is hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act
- 6 **THAT** the Company's books and records be transferred to, and held by IDF Hotels & Resorts Limited (in Liquidation) and to the order of the Liquidator, until the expiry of 2 years after the date of dissolution of the Company, when they may be disposed of


IDF GROUP LIMITED

Date **23 MARCH 2007**

SATURDAY



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AIQ 19/04/07 31
COMPANIES HOUSE
A36 31/03/2007 509
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