

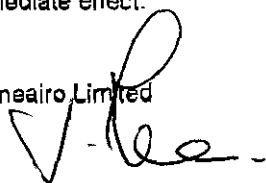
COMPANY NO. 00922947

CHURCHILL GROUP LIMITED(the *Company*)**WRITTEN MEMBERS' RESOLUTION**

In accordance with section 381A of the Companies Act 1985, WE being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have immediate effect as if passed by the Company in general meeting and accordingly WE RESOLVE:-

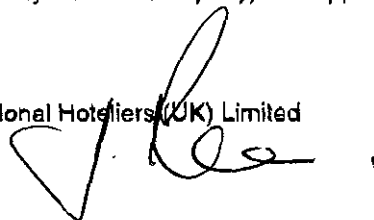
THAT the provision by the Company of financial assistance to Havana Holdings (UK) Limited in connection with the refinancing of an acquisition facility dated 5 May 1998 in connection with the acquisition of 40,000,002 ordinary shares in Primeairo Limited (the indirect holding company of the Company) be approved with immediate effect.

Primeairo Limited



Date: 18 May 2006

International Hoteliers (UK) Limited

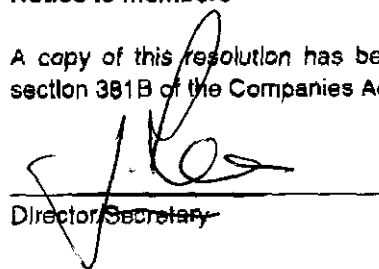


Date: 18 May 2006

Notice to members

A copy of this resolution has been sent to the Company's auditors, BDO Stoy Hayward LLP, pursuant to section 381B of the Companies Act 1985.

Director/Secretary

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COMPANIES HOUSE674
22/07/2006

