

**THE COMPANIES ACT 1985
and THE COMPANIES ACT 1989**

**PRIVATE COMPANY
LIMITED BY SHARES**

WRITTEN RESOLUTIONS

- of -

KENTUCKY FRIED CHICKEN (GREAT BRITAIN) LIMITED
("the Company")

Passed 4 June 1999

We, the undersigned, being all the members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company **HEREBY RESOLVE** pursuant to Section 381A of the Companies Act 1985 as follows:

SPECIAL RESOLUTIONS

1. **THAT** the existing Articles 11 and 12 of the Company's Articles of Association be hereby deleted and substituted by the following new Articles 11 and 12 which are hereby approved and adopted by the Company:
 - "11. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one nor more than 9 of whom 4 shall be "A" Directors (as hereinafter defined) and 4 shall be "B" Directors (as hereinafter defined) and a Managing Director who shall not be an "A" Director or a "B" Director.
 12. (a) The holders of the majority of the "A" Shares may from time to time by notice in writing to the Company appoint four persons to be Directors of the Company and each of such Directors shall hereinafter be called an "A" Director.

(b) The holders of the majority of the "B" Shares may from time to time by notice in writing to the Company appoint four persons to be Directors of the Company and each of such Directors shall hereinafter be called a "B" Director.

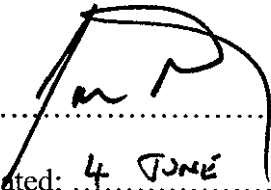


2. THAT pursuant to Section 285 of the Companies Act 1985, the acts of the directors Peter Maslen, Anthony Graff, Siobhan Gehin, Ian Govier and Gregg Koser are valid notwithstanding any defect that may afterwards have been discovered in their appointment or qualification; in particular their appointments as directors of the Company by board resolution on 12 May 1999 when Article 11 of the then existing Articles of Association provided, inter alia, that the number of directors "shall not be ... more than 5..." and any acts by these directors are hereby ratified and approved by the Company accordingly.

SIGNED by or on behalf of each Member of the Company


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Dated: 4 JUNE 1999


..... FOR AND ON BEHALF OF RESTAURANT HOLDINGS LIMITED

Dated: 4 JUNE 1999