

## SPECIAL RESOLUTION OF COPTHORNE HOTEL (GATWICK) LIMITED

At an Extraordinary General Meeting of the above named company duly convened and held at

**Victoria House, Victoria Road, Horley, Surrey, RH6 7AF**

On the 29th day of June 1998 the following Special Resolution was duly passed:-

### SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:-

Following the Clause 3 (AD) the following Clause is to be inserted and identified as Clause 3 (AE);

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm, person, and in particular (but not by way of limitation) of the Company's Holding Company or any Company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any Company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Certified a true copy.

Chairman

MDW/sprintp/98



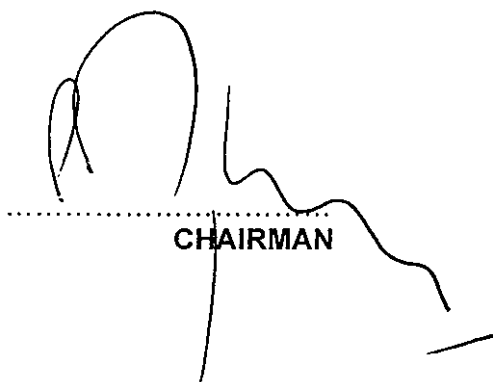
At a Meeting of the Directors of COPTHORNE HOTEL (GATWICK) LIMITED held on the 29th day of June 1998 at **Victoria House, Victoria Road, Horley, Surrey, RH6 7AF**, the question of giving a guarantee for the indebtedness of THE COMPANIES SCHEDULED BELOW to their bankers was discussed and considered to be in furtherance of the business interests of the Company. IT WAS RESOLVED THAT a guarantee for the purpose be given in favour of National Westminster Bank Plc in the form now produced to and approved by the meeting to secure all moneys from time to time owing to the said Bank by THE COMPANIES SCHEDULED BELOW as therein mentioned and be executed by the Company.

The Schedule:-

LONDON TARA HOTEL LIMITED  
COPTHORNE (NOMINEES) LIMITED  
COPTHORNE PROPERTIES LIMITED  
COPTHORNE HOTEL HOLDINGS LIMITED  
MILLENNIUM HOTELS LIMITED  
COPTHORNE HOTELS LIMITED  
COPTHORNE HOTEL (EFFINGHAM PARK) LIMITED  
COPTHORNE HOTEL (BIRMINGHAM) LIMITED  
ARCHYIELD LIMITED  
COPTHORNE HOTEL (CARDIFF) LIMITED  
THE LONDON BRITANNIA HOTEL LIMITED  
COPTHORNE HOTEL (PLYMOUTH) LIMITED

Certified a true copy of the same having been previously entered in the Minute Book and signed by the Chairman.

29<sup>th</sup> June 1998



CHAIRMAN

MDW/sprint2/98