

No: 2817838

We hereby certify
this to be a true copy
of the original

Paul J. J. J.

THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

HOSPITALITY PLUS (UK) PLC

Passed 5 October 2000

The following two resolutions were proposed and seconded as Special Resolutions and were passed unanimously.

RESOLUTIONS

- (i) **THAT** the following provision of the Articles of Association of the Company be and is hereby altered as follows:

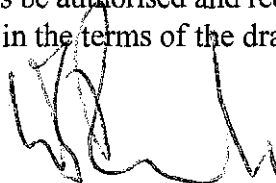
By the insertion immediately following Clause 4 (ii) the new provision set out below:

- "4 (iii) Without limiting the generality of the foregoing the Company shall have the power to purchase its own shares in any case where the purchase of such shares is permitted by Chapter VII of the Companies Act 1985 (as the same may be amended or extended by or under any other enactment).

Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2001 or within 12 months of passing this resolution whichever shall be the earlier."



- (ii) **THAT** the drafts of the agreements annexed to these resolutions expressed to be made between "the Vendors", namely Mrs Wright, Mrs Rowntree and Mr & Mrs Edmondsdon of the one part and the Company ("as Purchaser") of the other part and providing for the purchase by the Company of all the Ordinary Shares of £1 each of the Company registered in the name of the Vendors for a total consideration of £47,500 (Forty seven thousand and five hundred pounds) be and is hereby approved, and that the Directors be authorised and requested to procure the Company to enter into the contracts in the terms of the draft agreements.



.....
Chairman