

ABRSW HOTELS LIMITED

(the Company)

Written Member's 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 effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:


1. **THAT** the Company's memorandum of association be altered with immediate effect by:

(a) inserting the following as a new clause 4:

"The objects stated in each part of clause 3 shall not be restrictively construed but shall be given the widest interpretation. In clause 3, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of clause 3, or the objects stated in clause 3, or the powers conferred by clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of clause 3, or any other object stated in clause 3 or any other power conferred by clause 3."


(b) amending the remainder of the articles and any cross reference thereto accordingly.

2. **THAT** this written resolution is passed as a special resolution of the Company.


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for and on behalf of
Queens Moat Houses Limited
Date: 22 February 2005

Notice to members

A copy of this resolution has been sent to the Company's auditors, PricewaterhouseCoopers, pursuant to s381B Companies Act 1985.


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Director/Secretary



We, being the auditors of the Company, confirm that we have received a copy of this resolution.

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Date: