

3557177

**MINUTES OF AN EXTRA ORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF**

SAXBY TITLE LIMITED

Held on the 8th day of June 1998
at Priory Court, Tuscam Way, Camberley, Surrey

PRESENT: Joy Elizabeth Pope (Chairman)
Representing HTC Secretarial Services Limited
Peter Ronald Hutchinson
Representing HTC Nominees Limited

QUORUM

1. All members entitled to vote at the meeting being represented, **IT WAS UNANIMOUSLY RESOLVED** that the statutory notice required to convene the meeting be waived.

CHAIRMAN

2. **IT WAS RESOLVED** that Joy Elizabeth Pope be appointed Chairman of the meeting.

SPECIAL RESOLUTION

3. **IT WAS RESOLVED** that the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

That the objects contained in the Memorandum of Association be changed by deletion of Clause 3. a (i) (ii) (iii) and to be replaced with new Clauses 3. a (i) (ii), a copy of which is attached and forms part of these minutes.

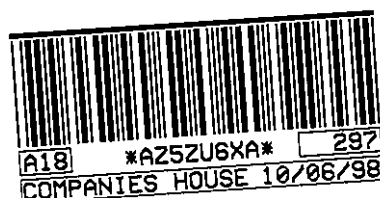
There being no further business the meeting was declared closed.

.....
CHAIRMAN

.....
For and on behalf of
HTC Nominees Limited

I CERTIFY THAT THIS
DOCUMENT IS A TRUE
COPY OF THE ORIGINAL

.....
For and on behalf of Director
HTC SECRETARIAL SERVICES LIMITED



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Saxby Title Limited

- 1) The Company's name is Saxby Title Limited.
- 2) The Company's registered office is to be situated in England and Wales
- 3) The Company's objects are:-
- 3) The Company's objects are:-
 - (a) (i) To purchase or, by any other means, acquire and take options over any property whatever and to acquire and take options over any rights or privileges of any kind over or in respect of any property; to record the ownership of all property acquired by the Company in the appropriate registry; to carry out or arrange for construction, of alteration, decoration, fitting out and furnishing of the property of the Company or property to be acquired by the Company; to advance money to and to enter into arrangements of all kinds with builders, tenants and others upon the security of land, buildings, and other property in order to complete the construction, alteration, decoration, fitting out, furnishing or restoration of the property of the Company to a standard deemed reasonable by the Officers of the Company for such property and to hold such property in accordance with the Deed of Trust and Rules of Occupation of the Resort known as EMIRATE SPRINGS RESORT to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage charge standard security lien or security; to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it; to form and/or become Members of any wholly owned subsidiary company formed for the purpose of carrying out the same objects as stated herein.
 - (ii) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to attaining the aims of the Deed of Trust and Rules of Occupation of the Resort known as EMIRATE SPRINGS RESORT.
 - (b) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
 - (c) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim,