

FILE COPY



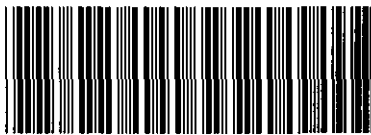
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3657769

The Registrar of Companies for England and Wales hereby certifies that
GRAND HOTEL GROUP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAND HOTEL (SCARBOROUGH) LIMITED

Given at Companies House, Cardiff, the 14th February 2003



C03657769D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

No. 3657769

COMPANIES ACTS
WRITTEN RESOLUTION
IN LIEU OF A GENERAL MEETING

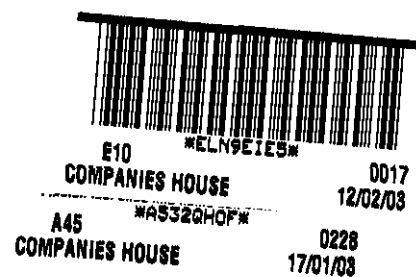
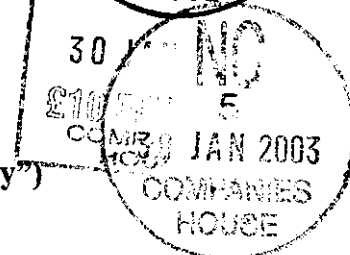
Of all the members of
GRAND HOTEL GROUP LIMITED (the "Company")

Passed on 1 January 2003

We the members of the Company entitled to attend and vote at a general meeting hereby resolve:

THAT the name of the Company be changed to "Grand Hotel (Scarborough) Limited"

.....
For and on Behalf of Channel Hotels and Properties Limited





1-11-52