

**COMPANIES ACT
WRITTEN SPECIAL RESOLUTIONS
OF**

NAME OF EXISTING COMPANY: Idealsite Limited

COMPANY NUMBER: 04017031



We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following special resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

It is resolved that:-

1. That the memorandum of association be amended by the deletion in its entirety of the clause marked 5. and by its substitution of the following;

"5. The Share Capital of the Company is £2,000 divided into 1,000 Ordinary Shares of £1.00 each and 1,000 "A" Ordinary Shares of £1.00 each."

2. That the articles of association be amended by the insertion of the following new article 5 and the subsequent re-numbering of articles 5 to 18 as articles 6 to 19:-

"5. The share capital of the Company is £2,000 divided into 1,000 Ordinary Shares of £1.00 each and 1,000 "A" Ordinary Shares of £1.00 each such shares having the following respective rights, privileges and restrictions:-

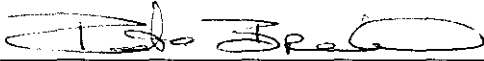
- (i) Each of the "A" Ordinary Shares shall confer on the holders thereof the right (both on a show of hands and on a poll) to one vote per share.
- (ii) The holders of the "A" Ordinary Shares shall not be entitled to receive such portion (if any) of the profits of the Company which are distributed by way of dividend whether declared by the Directors by way of interim dividend or by way of dividend determined by the Company in general meeting.
- (iii) On a liquidation or winding up of the Company any surplus shall be applied as follows:-
 - a. in repaying to the holders thereof, the nominal value of the Ordinary and the "A" Ordinary Shares of £1 each;
 - b. any remaining surplus shall be distributed amongst the holders of the Ordinary Shares."

3. That the following shares be allotted for cash at a subscription price of £1.00 per share and such shares shall be distributed and credited as fully paid up to the following persons:

Share Class	No. of Shares	Allottee
"A" Ordinary	5	Dun Laoghaire Hostel Limited

and that the directors be and are hereby authorised to effect such issue and perform any act in connection therewith and that all rights of pre-emption in respect of such shares or in respect of the shares which are in the future issued to the holders of such shares pursuant to Articles 2, 3 and 4 of the articles of association of the Company whether conferred by statute, the articles of association or otherwise be and are hereby waived.

Dated this 23rd day of December 2004

Signed 
For and on behalf of
Medlock Developments Limited

Presenters:

ERNST & YOUNG
ANNAVILLE HOUSE
NEWTOWN
WATERFORD
IRELAND