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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

I.I.G. (UK) LIMITED

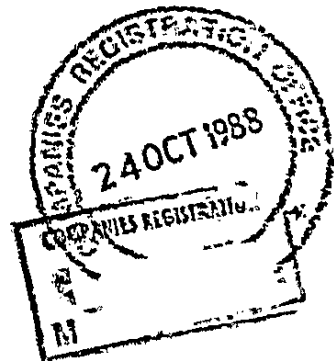
passed on the 15th day of February, 1988

At an Extraordinary General Meeting of the Company duly convened and held on 15th February, 1988, the following resolutions were passed as Special Resolutions of the Company:-

1. THAT the name of the Company be changed to International Hoteliers (UK) Limited.
2. THAT the regulations contained in the document submitted to this meeting and for the purposes of identification initialled by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Chairman

JAEP0038.88T



No. 1698769

THE COMPANIES ACT 1985

NEW ARTICLES OF ASSOCIATION

of

I.I.G. (UK) LIMITED

(Adopted by Special Resolution passed on 15th February, 1988)

TABLE A

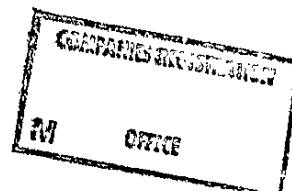
1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as altered by any enactment coming into operation prior to the date of adoption of these Articles of Association, (such Regulations as so altered being hereinafter called "Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles of Association, apply to the Company.

BUSINESS

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may consider it expedient not to commence or proceed with the same save that without the consent of all the Members in general meeting and of The National Bank of Kuwait S.A.K. ("NBK"), the Company shall not undertake any business other than acting as holding company of The Churchill Group Limited (Registered No. 922947) or any activities for the purpose of or in connection with such business.

UNISSUED SHARE CAPITAL

3. (A) Save with the sanction of a special resolution of the Company the unissued shares of the Company (whether forming part of the original or any increased capital) shall, before issue, be offered either at par or at a premium to the holders of shares of the same class upon the terms that the shares shall be allotted to the members accepting the offer in the proportions (as nearly as may be and without increasing the number allotted to any member beyond the number applied for by him) that their existing holdings of such class of shares in the Company bear to each other. The offer shall be made by notice specifying the number of shares



offered and whether at par or at a premium, and, if at a premium, the amount of such premium, and limiting a time (being not less than twenty eight days from the date of despatch of the offer) within which the offer, if not accepted, will be deemed to have been declined, and after the expiration of that time, or on the receipt of an intimation from any member to whom the offer shall have been made that the offer of all or part of the shares so offered is declined to all other holders of shares of the same class.

(B) If any of the shares comprised in such further offer are declined or deemed to be declined such shares shall be offered in the manner set out in Article 3(A) to the holders of the shares of the other class.

(C) If any such shares comprised in the further offer under 3(B) are declined the Directors may subject to Section 80 of the Companies Act 1985 thereafter dispose of those shares which shall not have been accepted provided that no such shares may be disposed of at a lower price than that at which they were offered to members.

(D) Sub-sections 89(1) and 90(1)-(6) of the Companies Act 1985 shall be excluded from applying to the Company.

4. The Directors are by this Article authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 80 of the Companies Act 1985). Such authority shall be unconditional and for the exercise of such power generally: (i) the maximum amount of relevant securities that may be the subject of allotment under such authority shall be the amount by which the nominal amount of the authorised share capital of the Company exceeded the nominal amount of the issued share capital of the Company at the date of adoption of these Articles; (ii) unless renewed, such authority will expire on the date five years from the date immediately preceding that on which the resolution adopting these Articles is passed; save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly and (iii) the amount of a relevant security shall in the case of a share in the Company mean its nominal amount, and in the case of a right to subscribe for, or to convert any security into, shares in the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

SHARE CAPITAL

5. The authorised share capital of the Company at the date of the adoption of these Articles is £2,000,000 divided into 2,000,000 Ordinary Shares of £1 each.

6. (A) Subject to the provisions of Part V of the Companies Act 1985 any shares may with the sanction of a Special Resolution of the Company be issued upon the terms that they are or at the option of the Company or the holder of the shares, are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

(B) Subject to the provisions of Part V of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares).

(C) Any payment by the Company in respect of the redemption or purchase of any shares under the provisions of this Article 7 may be made otherwise than out of distributable profits or the proceeds of a fresh issue of shares.

SHARE CERTIFICATES

7. Every person whose name is entered in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer, as he may direct, either one certificate for all his shares or several certificates each for one or more of his shares. Regulation 6 of Table A shall be read and construed accordingly.

TRANSFER OF SHARES

8. The instrument of transfer of a share shall be signed by or on behalf of the transferor and unless the share is full paid, by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

9. The Directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

MODIFICATION OF RIGHTS

10. Subject to the provisions of Section 127 of the Companies Act 1985, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these presents as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one person at least holding or representing by proxy not less than one-third of the issued shares of the class, every holder of shares of the class shall be entitled on a poll to one vote for every such share held

by him and any holder of shares of the class present in person or by proxy may demand a poll.

LIEN

11. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of a person for all moneys presently payable by him or his estate to the Company in respect of such person's holding of shares whether such person is the sole registered holder of such shares or is one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting (including any adjournment thereof) unless a quorum of Members is present at the time when the meeting proceeds to business and throughout the meeting. Two Members present in person or by proxy shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of these Articles to be present in person if represented by a proxy or in accordance with the provisions of the Companies Act 1985.

13. Subject to any statutory provision, a resolution in writing expressed to be an ordinary, extraordinary or special resolution signed by or on behalf of all the Members of the Company who would be entitled to receive notice of and to attend and vote on such a resolution if it were to be proposed at a general meeting of the Company shall be as valid and effectual as if it had been passed at such a general meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Members and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or its duly authorised representative. Regulation 53 of Table A shall not apply.

14. A poll may be demanded by the chairman of the relevant meeting or by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

25. Subject to any rights or restrictions contained in these Articles or for the time being attached to any class or classes of shares on a show of hands every Member present in person and every person present as a proxy for a Member or Members shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for every share of which he is the holder. The Chairman of the meeting shall have a second or casting vote.

DIRECTORS

16. (A) Unless and until otherwise determined by the Company by special resolution, the Directors shall not be less than two in number nor more than seven.

(B) Regulations 73-75 (inclusive) of Table A shall not apply.

(C) The Company by ordinary resolution or the Directors may appoint a person to be a director either to fill a vacancy or as an additional director.

(D) NBK shall be entitled to appoint one of its officers in writing by notice left at the registered office of the Company, to receive notification of all meetings of the Board of Directors, of committees of the Board of Directors or of the Company, to attend all such meetings as an observer, and to receive copies of all minutes of such meetings.

17. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to receive notice of and to attend and speak at any general meeting of the Company.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money, to give guarantees and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 80 of the Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including the Company's holding company).

POWERS AND DUTIES OF DIRECTORS

19. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Companies Act 1985. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall not apply.

20. (A) Each Director shall have the power to appoint either another Director or any other person approved by a resolution of the Directors to be his alternate Director and may at his discretion remove such alternate Director. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Secretary at

the registered office of the Company or tendered at a meeting of the Directors. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Directors or of a committee of the Directors of which his appointor is a member to the same extent as, but in lieu of, his appointor and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and, for the purposes of the proceedings at such meeting, the provisions of these Articles of Association shall apply as if he were a Director.

(B) Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Articles of Association relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for his appointor. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director.

(C) Every person acting as an alternate Director shall have one vote for every Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Directors or a committee of the Directors, provided his appointor is a member of such committee, shall (unless the notice of his appointment provides to the contrary) be as effective as the signature of his appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

(D) The words "(including alternate Directors)" shall be inserted after "The directors" at the beginning of Regulation 83 of Table A.

21. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

22. The Company may exercise all the powers conferred by statute with regard to having any official seal and such powers shall be vested in the Directors. Any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

DISQUALIFICATION

23. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.

24. The office of a Director shall be vacated in any of the following events namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors;
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated;
- (c) if he becomes bankrupt or compounds with his creditors;
- (d) if he is prohibited by law from being a Director; or
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles.

25. Regulations 76 to 81 (inclusive) of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

26. The quorum necessary for the transaction of business at meetings of Directors and committees thereof shall be two. For the purposes of the quorum any Director who is also an alternate Director shall not count as two.

27. Questions arising at any meeting of the Directors or of any committee of the Directors shall be decided by a majority of votes.

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors upon not less than 7 days' notice. The notice convening a meeting of the Directors shall have attached to it an agenda. No business shall be conducted at any Meeting of the directors which was not referred to specifically in the agenda for such meeting. Regulations 88 and 89 of Table A shall not apply to the Company.

28. Any one or more (including, without limitation, all) members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board or such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred at the place where a majority of the Board members are present or, if there are only three, where the Chairman of the Board is present.

29. A resolution in writing signed by or on behalf of all the Directors for the time being entitled to receive notice of a meeting of the Directors or any committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more of the Directors and signature in the case of a body corporate which is a Director shall be sufficient if duly made by a director of such body corporate or by its duly authorised representative.

30. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of meetings of the Board or of meetings of a committee of the Directors shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a meeting of the Board or of any meeting of a committee of the Directors to any Director who is for the time being absent from the United Kingdom.

31. The Directors may delegate any of their powers to committees consisting of such person or persons (whether Directors or not) as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors.

EXECUTIVE DIRECTORS

32. The Directors may from time to time appoint one or more of their body to any executive office (including that of managing director, manager or any other salaried office) for such period and upon such terms as the Directors may determine and may revoke or terminate any such appointment. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company, or the Company may have against such Director, for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.

33. Any Director appointed to an executive office shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may

determine, and either in addition to or in lieu of his remuneration as a Director.

NOTICES

34. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address whether within or outside the United Kingdom as appearing in the Register of Members or by delivering it to or leaving it at such address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the expiration of 24 hours after posting and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

35. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111 to 116 of Table A shall not apply to the Company.

INDEMNITY

36. Every Director, Managing Director or other executive officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such in defending proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 727 of the Companies Act 1985 in which relief is granted to him by the Court.

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