

Company Number: 52242

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

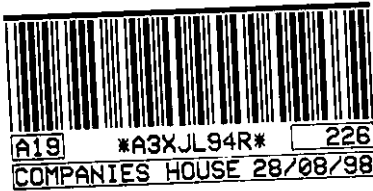
WE HEREBY CERTIFY  
THIS TO BE A TRUE AND  
ACCURATE COPY OF  
THE ORIGINAL

*Herbert Smith*

**HERBERT SMITH**

Exchange House  
Prinrose Street  
London EC2A 2HS

Date *28 August 1998*



PRIVATE COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed on 17th August 1998)

of

### THE CONNAUGHT HOTEL LIMITED

1. The name of the Company is "The Connaught Hotel Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To acquire upon the terms of an Agreement dated the Twelfth day of April, 1807, and expressed to be made between Henry Frederick & Co., Limited, of the one part, and Stephen Gorrige as trustee for and on behalf of a Company intended to be formed under the name of "The Coburg Hotel, Limited", or similar name of the other part, or upon any other terms, the buildings known as the Coburg Hotel, Grosvenor Square, and the chattels and effects thereon, and the goodwill of the business there carried on, and to continue such business.
  - (B) To carry on generally and in any place or places the businesses of proprietors of hotels, clubs, restaurants, refreshment rooms, public-houses or owners or lessees of buildings used for residential flats or apartments, and to establish and conduct any place of public entertainment, amusement or recreation and any trade or business capable of being carried on in or in connection with an hotel or restaurant.
  - (C) To manufacture or produce and contract for the supply of, and deal in, any articles of food or other things generally required for the purpose of consumption at hotels, clubs or restaurants, and to deal in wine, spirits, beer, aerated, mineral and artificially prepared waters, tobacco and cigars, and to carry on laundries or the business of livery stable keepers, jobmasters, farmers and dairymen, shipping, railway and theatrical agents and box-office proprietors.

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- (D) To acquire upon any terms for resale or otherwise any business or any share of or interest in any business which the Company has power to carry on with or without any property held or connected therewith, and to undertake any liabilities incurred in connection with or relating to such business.
  - (E) To sell the undertaking, or all or any part of the Company's business or property.
  - (F) To provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person and to secure by mortgage, charge, lien or other form of security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the performance or discharge by the Company or any other person of any obligation or liability.
  - (G) To acquire by original subscription or otherwise shares or obligations of, or to lend money to any company having objects in common with the Company.
  - (H) To accept in consideration for any property sold or disposed of, or any service rendered, the shares or obligations of, or any interest in any Company, and to hold or deal in the same.
  - (I) To enter into any working agreement by which any business of the Company may be carried on by other persons, or by which any business or undertaking belonging to others shall be carried on by the Company.
  - (J) To lend or borrow money with or without security, and to charge uncalled capital.
  - (K) To pay all expenses in connection with the promotion or formation of the Company, or any other Company which it has power to promote, including commission or brokerage for underwriting or placing shares or obligations.
  - (L) To apply for, promote, or oppose any Bill or Act of Parliament or Provisional Order.
  - (M) To carry out, or contribute towards the expense of any public works, or provident fund, or institution of any kind.
  - (N) To divide in specie as profits or in distribution of capital among the members any shares, obligations, or other property which the Company may own or be entitled to.
  - (O) To carry out any of the foregoing objects in any part of the world, and alone or in partnership, or as a joint committee with any person, association, body, or other corporation, and as principals, agents, or contractors.
  - (P) To do all such other things as are incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.

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5. The capital of the Company is £55,000, divided into shares of £1 each, with power to increase and to issue any shares of new capital with any preference or priority over or special privilege with regard to any other shares, whether preferred or ordinary, as regards dividends, repayment of capital, distribution of surplus assets or otherwise, or as deferred shares with power upon the sub-division of a share to give to any one or more of the shares resulting from such sub-division any preference or priority over the other or others and also to issue its shares upon terms that as between the members any money not in fact paid may be treated as paid and upon terms that shares of any issue shall participate exclusively or preferentially in the profits of any particular business or adventure of the Company treated as a separate undertaking, and from time to time to alter the Articles of Association in any way necessary to give effect to the exercise of any power expressed to be given by this clause.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

<b>NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS</b>	<b>Number of Shares taken by each Subscriber</b>
Charles Hodges, Merchant 9 King Edward Street EC	One
William Kenneth Hudson, Hotel Manager 29 Grove Road Brixton SW	One
[Signed], Solicitor The Avenue Beckenham	One
Edward Henry Watts, Hotel Manager Coburg Hotel Grosvenor Square	One
Frederic W. Cuisons 8 Pall Mall Street Herts.	One
[Signed] 6 Bedford Row	One
Alfred Hodges, Merchant Balham Park Road	One

Dated this 15th day of April, 1897. Witness to the above signatures:- [signed]