

Company no. SC055493

THE COMPANIES ACTS 1985 AND 1989

COPY SPECIAL RESOLUTION

of

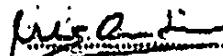
SCOTTISH HIGHLAND HOTELS plc

At an extraordinary general meeting of the Company held on 17 December 1997 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

That:

1. The Company be re-registered as a private company under the Companies Act 1985 (as amended) with the name Scottish Highland Hotels Limited.
2. The memorandum of association be altered by:
 - 2.1 deleting the words "plc" in clause 1 and substituting the word "Limited"; and
 - 2.2 deleting clause II and renumbering clauses III to VI as clauses II to V.
3. The regulations contained in the printed document now produced to the meeting and for the purpose of identification, signed by the chairman of the meeting, be and are hereby 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

