

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Memorandum
—AND—
Articles of Association
—OF—
Patrick ~~Barthropp~~ Limited
SPITFIRE

Incorporated the 13th day of February 1958.

No. 598840.



A12 *AWB1AQFX* 496

COMPANIES HOUSE 06/11/96

COMPANIES HOUSE 02/03/96

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

598840

Patrick Barthropp Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

1 Savoy Hill, London, WC2R 0BP

on 28 February 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the name of the Company be changed to Patrick Spitfire Limited

Signed



Position

SECRETARY

NOTE To be filed within 15 days of the passing of the special resolution

The Companies Acts 1948 to 1976

Company Limited by Shares

FORMERLY PATRICK BARTHROPP LIMITED

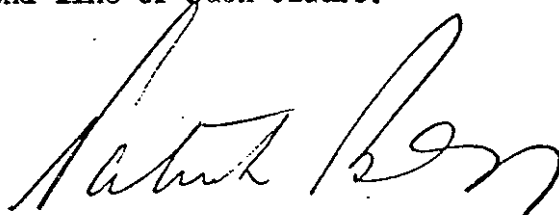
NOW PATRICK SPITFIRE LIMITED

SPECIAL RESOLUTION

Passed 29th December, 1977

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at 1/2 Dorset Mews, London, S.W.1, on the 29th day of December, 1977, the subjoined resolution was duly passed as a Special Resolution, viz:-

"That Clause 10 in the Company's Articles of Association be amended by the substitution of the word "ten" for the word "four" appearing in the second line of such Clause."



Chairman

The Companies Act 1948

Company Limited by Shares

PATRICK BARTHOOPP LIMITED

SPECIAL RESOLUTIONS

Passed 22nd May 1964

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Clifton Place, London, W.2, on the 22nd day of May 1964, the following resolutions were duly passed as SPECIAL RESOLUTIONS, viz:-

- (1) That the 450 Shares of £1 each bearing the denoting numbers 5551 to 6000 inclusive now registered in the name of Patrick Peter Colum Barthropp be converted into and be henceforth known as "A" Shares and that the remaining 5,550 issued Shares of £1 each bearing the denoting numbers 1 to 5550 inclusive be converted into and be henceforth known as "B" Shares.
- (2) That the Articles of Association of the Company be altered by inserting the following new Clause as Article number 3 and re-numbering the existing Articles numbered 3 to 14 so that they are numbered 4 to 15:-
 - 3(a) The Share Capital of the Company as at the date of the adoption of this Article is £6,000 divided into 450 "A" Shares of £1 each and 5,550 "B" Shares of £1 each.
 - (b) The "A" Shares and the "B" Shares shall rank pari passu in all respects save that should the net profit of the Company in any year available for the declaration of dividends exceed £1,000 there shall be paid out of such profits as a first and prior claim a dividend on the issued "A" Shares of 50% less income tax at the standard rate for the time being, any sum available for the declaration of dividends after payment of such dividend of 50% on the "A" Shares being divided by way of dividend pro rata amongst the holders of the issued "A" Shares and the issued "B" Shares.
 - (c) No dividend shall become payable unless and until the net profit in any year shall exceed the sum of £1,000.

DATED this 22nd day of May 1964.



PATRICK BARTHOOPP,

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

FORMERLY Patrick Barthropp Limited
NOW PATRICK SPITFIRE LIMITED

1. The name of the Company is :- "PATRICK BARTHROPP 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 own and operate a chauffeur driven or self-drive car hire service and to buy, sell and let out on hire motor vehicles of all kinds.
- (b) To carry on business as proprietors of motor garages and filling stations with all usual or convenient buildings, petrol and oil pumps, plant, machinery, articles and things; as motor engineers, motor vehicle agents and dealers, used car dealers, spare parts dealers, joiners and cabinet makers, wood and timber merchants, motor car and motor coach proprietors, coach builders, jobmasters, mechanical, electrical and general engineers, gas and water engineers, agricultural engineers, oil and petrol and accessories merchants and dealers, builders, decorators, plumbers, painters, upholsterers, carriers of passengers and goods, haulage contractors, agents for railway, motor coach, theatre and other tickets, boat proprietors, insurance agents, amusement and refreshment caterers, provision dealers, tobacconists and contractors generally.
- (c) To enter into hire purchase contracts with customers and others and to let out on hire goods and chattels owned by the Company on such terms as the Directors shall from time to time determine.

- (d) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (e) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (f) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (g) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (h) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (i) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (j) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (k) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (l) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (n) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (o) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (p) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (r) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (s) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £6,000 divided into 6,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>PATRICK PETER COLUM BARTHROPP, D.F.C., A.F.C., 65, Lyall Mews, Eaton Place, London, S.W.1. Wing Commander Royal Air Force, (Retired).</p>	One
<p>LAURENCE FRANCIS KELLY, 65, Lyall Mews, Eaton Place, London, S.W.1. Squadron Leader Royal Air Force, (Retired)</p>	One

DATED this 3rd day of February, 1958,

WITNESS to the above signatures :-

W.R.M. MAXWELL,
14, Essex Street,
Strand,
London, W.C.2.

Solicitor.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

FORMERLY Patrick Barthropp Limited
PATRICK SPITFIRE LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part 1 of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

9. The number of Directors shall not be less than two nor more than four and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association of the Company.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTOR.

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PATRICK PETER COLUM BARTHROPP,
D.F.C., A.F.C.,
65, Lyall Mews,
Eaton Place,
London, S.W.1.

Wing Commander Royal Air Force,
(Retired).

LAURENCE FRANCIS KELLY,
65, Lyall Mews,
Eaton Place,
London, S.W.1.

Squadron Leader Royal Air Force,
(Retired)

DATED this 3rd day of February, 1958,
WITNESS to the above signatures :-

W.R.M. MAXWELL,
14, Essex Street,
Strand,
London, W.C.2.

Solicitor.