

Company Number: 598840

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

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

.....*Herbert Smith*.....

HERBERT SMITH

Exchange House
Palmrose Street
London EC2A 2HS

Date *28 August 1998*

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

of

PATRICK SPITFIRE LIMITED



1. The name of the Company is '**Patrick Spitfire 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.

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- (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 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.
- (p) 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.

- (q) 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.
- (r) 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.
- (s) 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.
- (t) 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.
- (u) To distribute any property of the Company in specie among the members.
- (v) 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.

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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
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).	One
LAURENCE FRANCIS KELLY 65 Lyall Mews, Eaton Place, London, S.W.1 Squadron Leader Royal Air Force, (Retired)	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.