

EUROFLEET RENTAL LIMITED

At an Extraordinary General Meeting of the above-named Company held at 8 The Sanctuary, London S.W.1. on Friday 27th July 1973 at 12.15 p.m. the following resolutions were proposed and duly passed as SPECIAL RESOLUTIONS.

ALLOYS
31-8-73

RESOLUTIONS

1. That the Memorandum of Association of the Company with respect to its objects be altered by deleting paragraph (a) of Clause 3 and substituting the following new paragraph to be lettered (a)

"(a) To carry on the business of leasing, renting hiring, selling, buying and otherwise dealing in trailers, tractors, containers, vessels and vehicles of every kind, whether motorised or not, plant machinery, equipment and other goods of any description and to manufacture, repair renew or construct any such goods."

2. That the authorised share capital of the Company be increased from £100 to £100,000.

61

W. J. Langford

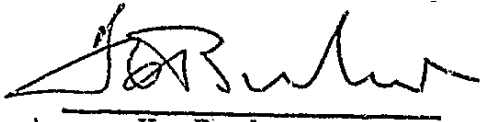
Chairman.
Company Secretary.

BROOMHEAD ~~SMITH~~ & REED,
SOLICITORS,
14, GEORGE STREET,
SHEFFIELD,
S1 1NS

22 SEP 1973
15 OCT 1973

Send to 1/c

THE COMPANIES ACT, 1948.


H. Booker
Director.

COMPANY LIMITED BY SHARES.

~~General Director~~

LEASING TRAILERS
TRUCKS.

Memorandum of Association

OF

EUROFLEET RENTAL LIMITED



1. The name of the Company is "EUROFLEET RENTAL LIMITED."

2. The registered office of the Company will be situate in England.

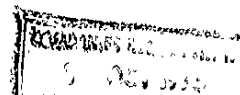
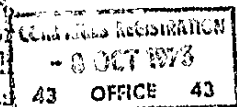
3. The objects for which the Company is established are:—

(A) To carry on the business of leasing, renting, hiring, selling, buying and otherwise dealing in trailers, tractors, containers, vessels and vehicles of every kind, whether motorised or not, plant machinery, equipment and other goods of any description and to manufacture, repair, renew or construct any such goods.

(B) To carry on the trades or businesses of manufacturers of locomotive engines, railway carriage buffers, and wagon springs, engineers, iron and steel merchants, ironfounders and general contractors in all their branches, and whether as patentees, licensees or otherwise, and the making, purchasing, hiring and selling railway and other plant, engines, fittings, files, machinery, or any other articles or things whatsoever.

(C) To purchase and sell as merchants steel, iron, metals, metallic combinations and any other materials, articles of things, and the purchasing, bartering and selling any such materials, articles or things on commission, or as agents or otherwise.

61



- (D) To purchase, build, construct, own, hire, charter, acquire and on commission, navigate, sail, repair, exchange, trade and deal with freight, locomotives, engines, motors, boilers, trucks, trolleys, corves, rolling stock, carriages, wagons, steamers, oil tanks, pipe lines, reservoirs, pumps, aeroplanes and airships and other vessels and vehicles of every description for the transport by land, or air, or water, and for the import or export of iron, steel, ammunition, ordnance, weapons, machinery, explosives, coal, coke, slate, clay, ores, minerals, oils and other substances, liquids, articles and things, whether manufactured or unmanufactured, belonging to or in the possession of the Company or used, or being capable of being used, in or in connection with any business which the Company is authorised to carry on, and to purchase, hire or otherwise acquire, animal or other motive power of any and every description.
- (E) Generally, without prejudice to any special object or power hereinbefore set out, to carry on all or any of the businesses of, and to carry on or conduct any business, transaction or operation usually carried on or conducted by iron workers, iron founders, steel workers, steel refiners, steel converters, ordnance, weapon, ammunition, armament, steam engine, gas engine, electrical engine, air engine, oil, petrol or other engine manufacturers, manufacturers of electrical equipment and machinery, colliery contractors, coke manufacturers, patent fuel manufacturers, manufacturers of chemicals and manures, chemists, druggists, distillers, dye makers, oil producers, oil refiners, oil merchants, metallurgists, smelters, engineers of any kind, tin-plate workers, pipe, cement and concrete manufacturers, carriers, merchants, factors, ship builders, ship owners, wagon repairers, gas works owners, railway proprietors, wharf owners, dock owners, electric construction and supply companies, electricians and suppliers of electric light or power or of water, and manufacturers of and dealers in all appliances and things in connection with any of the above businesses in any part of the world.
- (F) To carry on the business of buying, selling and dealing in any products, by-products, articles or materials appertaining to or used for or in connection with any part of the business of the Company.
- (G) To carry on the business or businesses of general merchants, manufacturers, importers, exporters, storekeepers, brokers, shipping, forwarding and commission agents, buying and selling agents, traders, warehousemen, ship owners, warehouse keepers, wharfmasters, shipping charterers and ship brokers, and to import, export, buy, sell, barter, manufacture, alter, repair, let or hire, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles, merchandise and commodities of all kinds, and to carry on the business of contractors for the supply of goods and merchandise of all kinds and to carry on business as contractors for the carrying out of public or private works of all kinds.

- (ii) To carry on the business of manufacturers' agents, commission agents, factors, distributors and travellers in or for any class of goods for the wholesale or retail trade and to undertake and transact all kinds of agency business, *del credere* or otherwise which an ordinary individual could legally undertake.
- (i) To carry on any other business or businesses which may seem to the Company capable of being conveniently or profitably carried on in conjunction with any of the objects for which the Company is established or which may seem as aforesaid calculated directly or indirectly to enhance the value of any part of the Company's undertaking, assets, property, or rights.
- (j) To acquire and undertake the whole or any part of the business, goodwill, assets, property, rights or undertakings of any person, firm or company carrying on or having power to carry on any business which this Company is authorised to carry on by any specific or general clause of this Memorandum expressly or by implication and as part or whole of the consideration therefor to undertake all or any of the liabilities of such person, firm or company, and to give and accept by way of consideration for any of the acts or things as aforesaid any cash, shares, debentures or securities that may be agreed upon.
- (k) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or businesses, and in particular any land, buildings, easements, rights of way, restrictive covenants, machinery, plant and stock-in-trade.
- (l) To subscribe or apply for, and take or acquire by purchase or otherwise, and hold shares or debentures or securities of, or other interests in, any other company having objects, whether primary or ancillary, altogether or in part similar to any of the objects of this Company or carrying on any business or established or empowered to carry on any business which this Company is empowered by any specific or general clause of this Memorandum to acquire, undertake or carry on.
- (m) To apply for, purchase or otherwise acquire and protect or renew, or join with any other person or company in so doing in any part of the world any patents, *brevets d'invention*, patent rights, protections, licences, concessions, methods or secrets of manufacture, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem to this Company capable of being used for any of the purposes of the Company or the acquisition of which may seem to this Company calculated to directly or indirectly benefit this Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of, or otherwise turn to account the property, rights, or information so acquired,

and to expend money in experimenting upon or seeking to improve any patents, rights, methods or inventions which the Company may acquire or propose to acquire.

- (N) To guarantee or give any guarantee in relation to the payment of any loans, annuities, debentures, debenture stock, bonds, obligations, shares, stock or securities or the interest or dividends thereon, and to guarantee the performance of any contracts or obligations and to issue or deposit any securities of the Company in support of any such guarantee, and to undertake obligations of every kind and description on such terms as may from time to time be considered desirable in the interests of the Company, and, in particular, but without prejudice to the generality of the foregoing, to guarantee or secure (with or without a mortgage or charge on the undertaking and assets, present and future, including uncalled capital of the Company or any part or parts of such undertaking and assets) the performance of the obligations, and the payment of the principal of, and dividends or interest and premiums on, any stocks, shares, debenture stock, debentures or other securities of any company which is for the time being the holding company of this Company as defined in the Companies Act, 1948, or any statutory modification or re-enactment thereof for the time being in force.
- (O) To enter into any partnership or into any arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance, or for union of interests, joint adventure, reciprocal concession or otherwise, with any firm, person or company having objects altogether or in part similar to those of this Company, or engaged in or carrying on or established or empowered to carry on any business or businesses which this Company is empowered to carry on, or any business transaction, venture or undertaking which may seem to this Company capable of directly or indirectly benefiting this Company.
- (P) To amalgamate with any other company having objects or powers altogether or in part similar to those of this Company and to give or accept by way of consideration for such amalgamation any payment of cash or any agreement for periodical payments of cash, secured or unsecured, shares wholly or partly paid up or with liability for the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation and whether of the Company or corporation with which such amalgamation is effected or not.
- (Q) To acquire or obtain from or make any arrangement with any government or authority, supreme, municipal, local or otherwise, or any corporation, company or person for any authority, right, privilege, concession, contract or charter which this Company may think is desirable to obtain or which may seem to this Company conducive to any of the objects of this Company, and to accept, make payment, under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or charter.

- (R) To sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of the Company's undertaking or any part thereof or any property or interest in any property, rights, concessions, or privileges belonging to this Company or over which this Company has any right or power of disposal either together or in portions to any firm, person, company or corporation, for such consideration or premium as this Company may think fit, and in particular wholly or partly for cash or wholly or partly for periodical payments of cash, secured or unsecured, shares wholly or partly paid up, or with liability to pay the full nominal value thereof, stocks, bonds, obligations, debentures, debenture stock, scrip or securities of any person, company or corporation, and whether of the person, company or corporation acquiring the interest so disposed of or otherwise.
- (S) To divide among the members of this Company from time to time whatever the Company may decide to be the profits arising from the operations of the Company or any part of such profits.
- (T) To divide as profits among the members of the Company the proceeds of any disposal or realisation of any part of the property or assets of the Company which in the opinion of the Company may fairly be considered and treated as accretions to capital.
- (U) To divide any property of the Company or any shares, stocks, bonds, obligations, debentures, debenture stock, scrip and securities the property of this Company or of which this Company may have the power of disposing, whether or not the same be the proceeds of any sale, lease, exchange, bailment, licence or other disposal or amalgamation mentioned in paragraphs (Q) and (S) of this Clause, or otherwise belonging to the Company among the members in specie or in kind according to their respective rights.
- (V) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Company in such manner as the Company may think fit, and in particular by the issue of debentures, debenture stock (perpetual or redeemable) or by mortgage or charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (W) To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, dock or other warrants, debentures, and any other instruments negotiable or transferable by delivery or to order or otherwise.
- (X) To lend and advance money or give credit to such persons and on such terms as may be thought fit, and in particular to customers and persons dealing with the Company, and to give guarantees or become security for the payment of moneys or the performance of contracts or obligations by any such persons.

- (y) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined, and in particular to invest the same on mortgage or purchase of real, leasehold or personal property, shares or securities or by depositing the same with any bank, company, firm or person at interest and such investments from time to time to vary.
- (z) To remunerate any person, firm or company for services rendered to this Company or to pay for any properties, rights, privileges, concessions or any other thing or interest acquired by this Company by cash payment or by the allotment of shares, debentures, debenture stock or other securities of the Company partly or wholly paid up or otherwise.
- (AA) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (BB) To improve, manage, develop, let or lease, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (CC) To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry out and control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, walls, banks, dams, sluices, watercourses, wharves, manufactories, warehouses, electric works, shops, stores, or other works and conveniences which may seem to this Company likely to advance the Company's interests, directly or indirectly, or to contribute to, subsidise or join with any person, firm, company or corporation in so doing, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control of any such works or conveniences.

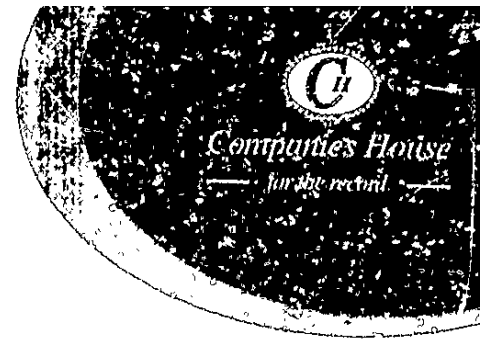
- (DD) To promote or join in promoting any company or companies for the purpose solely or partly of acquiring all or any part of the undertaking, property, rights, concessions or privileges or liabilities of this Company, or of undertaking any business or operations or for any other purpose which may seem to this Company likely to benefit this Company, directly or indirectly and to place or guarantee the placing of, underwrite, apply for and accept or subscribe the whole or any part of the capital, debentures or securities of any such company or to lend money to or guarantee the performance of the contracts of any such company.
- (ZE) To pay all or any of the expenses incurred in and in connection with the formation, incorporation and establishment of this Company and to remunerate any brokers or other persons for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or of any company promoted by this Company.
- (FF) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to do all or any of the above things or act in any of the businesses of this Company in any part of the world through or by means of agents, brokers, trustees, sub-contractors or others, and either alone or in conjunction with others.
- (GG) To do all such other things as in the opinion of the Company may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

And it is hereby declared that the word "company" in this Clause when not applied to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether constituted under the laws of the United Kingdom or of any other country or State, or of any colony or dependency, and whether existing or hereafter to be formed, and the intention is that the objects specified in each of the paragraphs in this Clause shall, unless otherwise therein provided, be regarded as independent objects, and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, and that the Company shall have full power to exercise all or any of the objects and powers conferred by this Memorandum of Association independently of any other of such objects or powers. Provided always that nothing contained in this Memorandum shall empower the Company to carry on any class of business of insurance or reinsurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or any Act amending, extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £20,000 divided into 100,000 shares of £1 each, with power to increase the same by the issue of new shares to such an amount as the Company may from time to time consider expedient and any of the shares in the capital of the

Company for the time being unissued, and any new shares from time to time to be created may from time to time have attributed to them or be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges attached to issued shares shall not be affected, altered, modified or dealt with except with such consent as is provided by the Articles of Association of the Company for the time being.



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



Cert No. FS 31059
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

Companies House is an Executive Agency of the Department of Trade and Industry

CHFM 4 (07/02)