

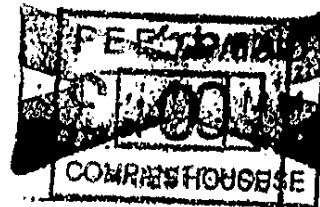
Company No. 970239

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

HESTAIR SPECIALIST VEHICLES LIMITED



At an EXTRAORDINARY GENERAL MEETING of the Company held at Royex House, Aldermanbury Square, London EC2V 7LD on the 30th January 1989 the following Resolutions were passed.

SPECIAL RESOLUTIONS

1. THAT: the Memorandum of Association of the Company be altered with respect to its objects by the insertion as Clause 3 (AAA) of the following words:-

"Either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any monies and/or discharge of any liabilities (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discounts and any costs or expenses relating thereto whether on any stocks, shares or securities or In any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by section 736 of

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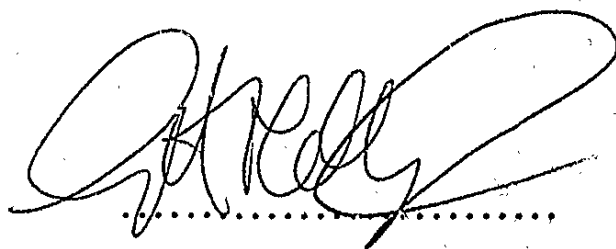
the Companies Act 1985 or a subsidiary of the Company or the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person."

2. THAT: That the Articles of Association in the form of the draft produced to the meeting and initialled by the Chairman be and is hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company.

3. THAT: the draft Minutes of the Meeting of the Board of Directors being held today relating to the giving of financial assistance by the Company under Section 152(1)(a) of the Companies Act 1985 presented to the Meeting be approved and the giving of the financial assistance as recorded in the draft Minutes be approved.

4. THAT:- the name of the Company be changed to:-
Specialist Vehicles Limited



A large, stylized handwritten signature in black ink, featuring a prominent loop at the top and a long, sweeping underline that extends to the right.

CHAIRMAN



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 970239

I hereby certify that

HESTAIR SPECIALIST VEHICLES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SPECIALIST VEHICLES LIMITED

**Given under my hand at the Companies Registration Office,
Cardiff the 7 MARCH 1989**

S. M. Phillips
S. M. PHILLIPS

an authorised officer