

No. of Company1227681.....

Form No. 41

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company *Freight and Repair Service (Taunton)* Limited*

I, *Derek Edward James Rainey*
of *Belavista, Lower Hemlade, Taunton*

Do solemnly and sincerely declare that I am (see note (a) below) *a person named in*
the articles of association as a director
of Freight and Repair Service (Taunton)
(3) Limited*

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at *12, Hammett Street*
Taunton in the County of Somerset

the *16th* day of *September*
one thousand nine hundred and *seventy-five*

before me.

F. G. MURRAY

Solicitor

F. G. Murray
A Commissioner for Oaths (see note (b) below)

- (a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"
- (b) or Notary Public or Justice of the Peace or Solicitor having the power conferred on a
Commissioner for Oaths

*Delete "Limited" if not applicable.

Presented by:

BUTTERWORTH JONES & LAMING
MESSRS. R. T. COMPTON
CHARTERED ACCOUNTANTS
18, HAMMERSLEY LANE
LONDON E14 7JZ
01-241 3855

SEP 17 203 9529

• NW 050.00 •

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FREIGHT & REPAIR SERVICE (TAUNTON) LIMITED

1. The name of the Company is "FREIGHT & REPAIR SERVICE (TAUNTON) 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 garage proprietors and to manufacture, own, buy, sell, let on hire, repair and generally deal in motor cars, vans, lorries, coaches and omnibuses, motor cycles, bicycles and mechanically propelled vehicles of every description, engines, bodies, tyres, fittings, petrol, oil and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture, running, upkeep, repair or use of such vehicles and to carry on business as motor, mechanical, radio, electrical and general engineers, metal and alloy workers, dealers in radio apparatus and accessories and to act as haulage contractors and carriers of goods and persons in every way.

MESSRS. R. T. CUMMING
87 CHANCERY LANE
LONDON WC2

01-242 5865

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, develop or otherwise deal with and adapt the same to the advantage of the Company.
- (d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit.
- (i) 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 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.
- (j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures debenture stock or other securities.
- (l) To draw, make, accept, endorse, discount execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows; children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each. ✓

WE, the several persons whose Names, Addresses and Descriptions 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>Trevor Dodd. Trevor Anthony Albert Dodd 60 STOKES RD TAUNTON. COMPANY DIRECTOR</p> <p>DEREK E J RAINLEY BELAUSTA LOWER HENNADE TAUNTON. TRANSPORT ENGINEER.</p>	<p>ONE</p>
<p>DEREK EDWARD JAMES RAINLEY</p>	<p>ONE</p>

Dated this 16th day of September 1975

Witness to the above Signatures :-

D. R. Chedoke
18 Hammet Street, Taunton

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

FREIGHT & REPAIR SERVICE (TAUNTON) LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 3, 24, 40 to 43 (inclusive), 53, 66, 75, 84, 88, 107, 108 and 110 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

DIRECTORS

3. The number of Directors shall not be less than two or more than seven and the first Directors of the Company shall be Derek Edward James Rainey, Robert James Ross, John William Jeffery and Trevor Anthony Albert Dodd.

SHARES

4. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

6. The Shares of the Company, whether forming part of the original capital or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such persons at such times and on such terms as they think fit, subject in the case of any shares other than those constituting the original capital of the Company to any directions contained in the resolution of the Company creating the same and to Regulation 2 of Part II of Table A.

VARIATION OF RIGHTS

7. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of Shares of the class present shall be a quorum.

TRANSFER OF SHARES

8. Any share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new Trustee or to the legatee or next of kin of a deceased Member, or to a beneficiary under a trust created by a deceased Member. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

9. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

LIEN

10. The lien conferred by Clause 11 of Part I of Table A shall attach 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.

POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in the manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and may be counted in the quorum at any meeting at which any such matter is considered.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for such services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors but his appointment shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may decide. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Trevor Dodd. TREVOR ANTHONY ALBERT DODD,

60 STOKES RD TAUNTON

COMPANY DIRECTOR.

[Signature]

~~DEREK EDWARD JAMES RAINEX~~

BELAJISTA, LOWER HENHAYE,
TAUNTON, TRANSPORT ENGINEER.

DEREK EDWARD JAMES RAINEX

Dated this 16th day of September 1975

Witness to the above Signatures :-

D. R. Cheddy

18 Hammet Street, Taunton

Chartered Accountant



CERTIFICATE OF INCORPORATION

No. 1227681

I hereby certify that

FREIGHT & REPAIR SERVICE (TAUNTON) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 25TH SEPTEMBER 1975

[Signature]
(P. W. H. H. P.)

Assistant Registrar of Companies