

1297497

number of company

form No. 41

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Declaration of

**compliance with the requirements
of the Companies Act 1948
on application for
registration of a company**

pursuant to section 15 (2) of the Companies Act 1948

I CHARLES GEORGE STEPHEN SMITHof 15 PEMBROKE ROAD
BRISTOL BS99 7DX

DO SOLEMNLY & SINCERELY DECLARE that I am:—

*a Solicitor of the Supreme Court engaged in the formation *

*~~a person NAMED IN THE ARTICLES of Association as a Director/Secretary~~of LATCADE 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 3 RICHMOND HILLBRISTOL BS8 1AYthe 7th day of January 1977

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, OR by a person NAMED IN THE ARTICLES as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

22/11/78 07/31 78022/9 P.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

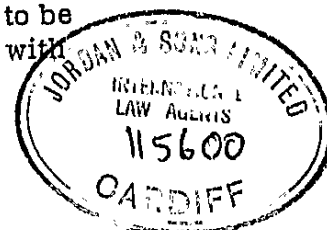
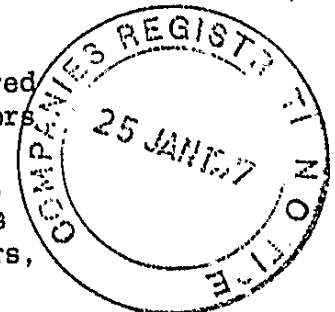
LATCADE LIMITED

JAN 25 1967 0151

NO 0050.00

1. The name of the Company is " LATCADE 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 all or any of the businesses of proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, manufacturers, servicers, repairers, fitters, furnishers, hirers and letters on hire of, agents for, and dealers in new and secondhand motor cars, motor cycles, scooters, vans, lorries, and other vehicles, and of, for, and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, used or required in connection therewith, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, joiners, cabinet makers and carpenters, french polishers and upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, manufacturers of and dealers in caravans and trailers, proprietors, operators and letters on hire of caravan and camping sites, lock-up garages, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories of all kinds, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, and coal, coke and patent fuel merchants; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.



(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) 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 to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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 act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

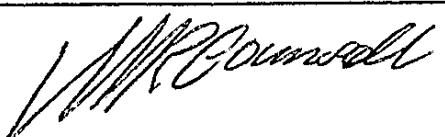

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited.


5. The Share Capital of the Company is £100 divided into 100 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
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One ✓
 Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One ✓

Dated - 7 JAN 1977

Witness to the above signatures: -


Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

1297497 14

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

LATCADE LIMITED


1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Patricia Parry.

Names, addresser and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

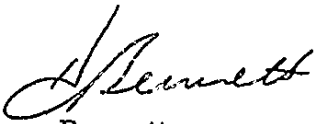


Michael Kodola,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated

- 7 JAN 1977

Witness to the above signatures: -



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.



CERTIFICATE OF INCORPORATION

No. 1397497

I hereby certify that

LATCADE LIMITED

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

Given under my hand at Cardiff the **8TH FEBRUARY 1977**

D. A. Pendlebury
D. A. PENDLEBURY
Assistant Registrar of Companies

Number of Company: 1297497

10

THE COMPANIES ACTS 1948 to 1967
SPECIAL RESOLUTION
(Pursuant to Section 141 of the Companies Act 1948)
OF
LATCADE LIMITED

Passed on the 8th day of February 1977

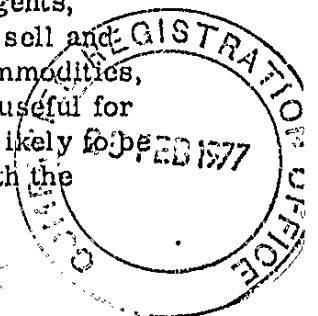
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London, N1 6EE, on the 8th day of February, 1977, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a) To carry on all or any of the businesses of motor racing engineers, specialists in the design, assembly and development of racing vehicles, proprietors of racing circuits and of work shops, garages and petrol filling stations, repairing, hiring and other depots, designers, manufacturers, servicers, repairers, fitters, furnishers, hirers and letters on hire of, agents for, and dealers in new and secondhand racing and other motor cars and vehicles, and of and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, used or required in connection therewith, self-drive car hire and taxicab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, coach and body builders, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, manufacturers of and dealers in caravans and trailers, proprietors, operators and letters on hire of caravan and camping sites, lock-up garages, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories of all kinds, insurance brokers, hire purchase agents and financiers, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, general merchants and traders; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

P. PARRY

SECRETARY.



Number of Company: 1297497.

THE COMPANIES ACTS 1948 to 1976

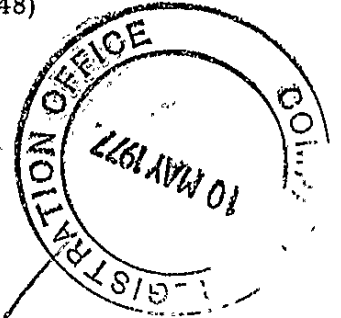
MAY 10 1977 0944 000000

SPECIAL RESOLUTION
(Pursuant to Section 141 (2) of the Companies Act 1948)

OF

LATCADE LIMITED

Passed the 8th day of February, 1977.



At an Extraordinary General Meeting of the Members of the
above-named Company, duly convened and held at Jordan House,
47, Brunswick Place, London, N1 6EE, on the 8th day of
February, 1977, the following SPECIAL RESOLUTION was duly
passed:-

That the name of the Company be changed to

WILLIAMS GRAND PRIX ENGINEERING LIMITED

A handwritten signature in dark ink, appearing to be 'P. Perry'.

SECRETARY

82



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1297497

12

I hereby certify that

LATCADE LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

WILLIAMS GRAND PRIX ENGINEERING LIMITED

Given under my hand at Cardiff the **25TH MAY 1977**

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

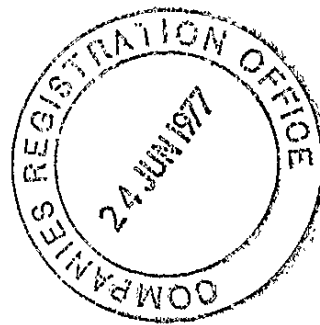


No. of Company 1297497

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

13



Memorandum and Articles of Association of

WILLIAMS GRAND PRIX ENGINEERING LIMITED

(Incorporated the 8th day of February, 1977).



Jordan & Sons Limited
Legal and Information Services, Printers and Publishers
Jordan House 47 Brunswick Place London N1 6EE
Telephone 01-253 3030 Telex 261010

2/6

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

WILLIAMS GRAND PRIX ENGINEERING LIMITED

(As altered by Special Resolution passed on the 8th day of February, 1977).

WE HEREBY CERTIFY THAT THE
above is a true and correct copy of
the Memorandum of Association of
the Company as amended by Special Resolutions
passed in compliance with the
requirements of the European
Companies Act 1972.

DATED 23/6/77 *lew*

FOR JORDAN & SONS LIMITED

1. *The name of the Company is "WILLIAMS GRAND PRIX ENGINEERING 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 all or any of the businesses of motor racing engineers, specialists in the design, assembly and development of racing vehicles, proprietors of racing circuits and of work shops, garages and petrol filling stations, repairing, hiring and other depots, designers, manufacturers, servicers, repairers, fitters, furnishers, hirers and letters on hire of, agents for, and dealers in new and secondhand racing and other motor cars and vehicles, and of and in spares, accessories, engines, implements, tools, furnishings and supplies of every description, used or required in connection therewith, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, coach and body builders, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, manufacturers of and dealers in caravans and trailers, proprietors, operators and letters on hire of caravans and camping sites, lock-up garages, motor car and trailer parks and all accommodation and conveniences required in connection therewith, manufacturers, merchants and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories of all kinds, insurance brokers, hire purchase agents and financiers, cafe, restaurant and motel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobacconists and newsagents, general merchant and traders; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of, or persons having dealings with the Company.

* The name of the Company was, on the 25th day of May, 1977, changed from "LATLADE LIMITED".

(b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal

(g) 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 to hold, sell or otherwise deal with any investments made

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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 act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

✓ 4. The liability of the Members is limited.

✓ 5. The Share Capital of the Company is £100 divided into 100 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
Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
Michael Kodola, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated this 7th day of January, 1977.

Witness to the above signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

WILLIAMS GRAND PRIX ENGINEERING LIMITED

WILLIAMS GRAND PRIX ENGINEERING LIMITED
to be incorporated in England
under the Companies Act, 1948
and the Companies (Amendment) Act, 1967
INCORPORATED IN ENGLAND
1977

DATED 23/6/77 *fw*
P.P. JORDAN & SONS LIMITED

1. The regulations contained or incorporated in Part II of Table A in the first Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Patricia Parry.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Michael Kodola,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated this 7th day of January, 1977.

Witness to the above signatures:- Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

COMPANY NO: 1297497/25

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION


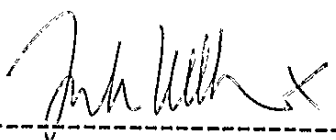
OF WILLIAMS GRAND PRIX ENGINEERING LIMITED.

Passed the 28th day of August 19 81.

At an Extraordinary General Meeting of the Company duly convened and held at Units 10/11 Station Road Industrial Estate on the 28th August 1981. the following Ordinary Resolution was duly passed, viz:-

RESOLUTION

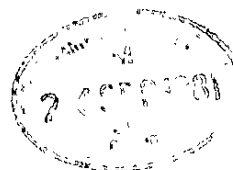
THAT the Authorised Share Capital of the Company be increased to £100,000 by the creation of 99,900 Ordinary Shares of £1 each and the said Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares of the Company.



Director - F. O.G. Williams Esq.

Presented by: LEIGH CARR & PARTNERS
27/31 Blandford Street,
London, W1H 3AD

Ref:



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

26

1297497

Name of Company

WILLIAMS GRAND PRIX ENGINEERING

Limited*

*delete if
inappropriate†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] resolution of the company dated 28th August 1981.

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 99,900 beyond the registered capital of £ 100

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
99,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf†delete as
appropriate

Signed

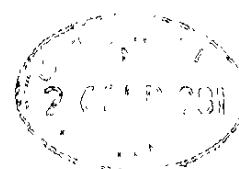
[Director] [Secretary] Date 28th August 1981.

Presenter's name, address and
reference (if any):

10015/ML

For official use
General section

Post room



COMPANY NO: 1297497/27

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF WILLIAMS. GRAND PRIX ENGINEERING LIMITED

Passed the 3rd day of SEPTEMBER 1981.
=====

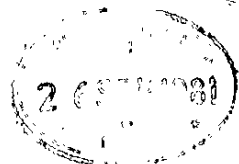
At an Extraordinary General Meeting of the Company duly convened and held at Units 10/11 Station Road Industrial Estate on the 3rd September 1981. the following Ordinary Resolution was duly passed; viz:-

RESOLUTION

THAT it is desirable to capitalise the sum of £99,900 being part of the sum standing to the credit of the Profit and Loss Account and accordingly that such sum be capitalised and that the Directors be and are hereby authorised to appropriate such sum to the holders of the Ordinary Shares registered at the close of business on the 2nd September 1981 in proportion to the number of Ordinary Shares then held by them respectively and to apply such sum on behalf of such holders in paying up in full 99,900 of the unissued Ordinary Shares in the Capital of the Company such shares to be allotted, distributed and credited as fully paid up to and amongst such holders in the proportion of 1,000 new shares for every 1 Ordinary Share held and that such shares shall for all purposes rank pari passu with the existing issued Ordinary Shares of the Company.



Director - F. O. G. Williams Esq.



G

COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

1297497

Name of company

* WILLIAMS GRAND PRIX ENGINEERING LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	1	1
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3	0	1	1	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____ Designation: COMPANY SECRETARY Date 10/10/89

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address and reference (if any):

10013

LEIGH CARR
27/31 Blandford Street
London W1 3ADFor official Use
General Section

Post room

COMPANIES ACT 1985
14 OCT 1989
M 35