

Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

41

Please do not write in this binding margin



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

Company number

1418972/1

1 2 3 4 5 6 7 8 9 10 11 12

Name of Company

* director of company

AUTODATA PUBLICATIONS

Limited*

I, CHARLES GEORGE STEPHEN SMITH
of 15 PEMBROKE ROAD
BRISTOL BS99 7DX

* Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland a Solicitor) engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court
engaged in the formation
of AUTODATA PUBLICATIONS

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 HILL
BRISTOL BS8 1AY

the 2nd day of March
One thousand nine hundred and Seventy Nine

before me
A Commissioner for Oaths

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

For official use
General section

Post room



~~NC 251017~~

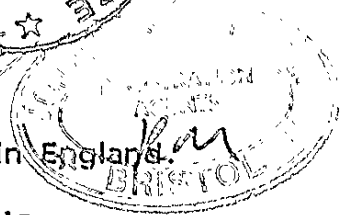
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1418972/3 SEP 25 1978 8831 000 0050.00

MEMORANDUM OF ASSOCIATION OF SOLE LIMITED

AUTODATA PUBLICATIONS
LIMITED



1. The name of the Company is "AUTODATA PUBLICATIONS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(1) (a) To carry on all or any of the businesses of manufacturers, importers, exporters, buyers, sellers, brokers, auctioneers, valuers, designers and repairers of, and dealers in products, goods, substances, apparatus, accessories, merchandise and wares of all descriptions.

(b) To purchase or otherwise acquire and undertake all or any part of the business, property, rights or liabilities of any person or company, and to pay for any business, property or rights acquired by the Company in cash or wholly or partially in shares, debentures or other securities or obligations of the Company or belonging to the Company, and whether fully or partly paid, and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares of the Company.

(c) To carry on all or any of the businesses of publishers, printers and distributors of magazines, periodicals, journals, books and other publications and to own, exploit, and acquire copyrights, rights of publication and reproduction and other rights in respect of any literary and other works and undertakings, and to collect, print and publish the same, printers' agents, commercial and manufacturing stationers, to employ the services of and to act as agents for authors, critics, lecturers, and other professional persons, to carry on all or any of the businesses of printers, advertising agents, contractors, consultants and specialists, publicity agents, designers of pictorial and display advertisements, sales promotion consultants, marketing consultants, secretarial agents, proprietors of duplicating and typewriting agencies, and translation bureaux, jobbing printers, photographic and colour printers, lithographers, engravers, die sinkers, bookbinders, designers, draughtsmen, paper and ink merchants, booksellers, bill-posters, proprietors of and hirers and letters on hire of and dealers in motor and other vehicles, garage proprietors, lending library proprietors, manufacturers' agents,



commission agents, general merchants, factors and traders; and to buy, sell and deal in plant, machinery, apparatus, tools, utensils, commodities, substances, materials, articles and things useful for carrying on the above-mentioned businesses or any of them.

(2) To carry out such building, mining, engineering or other operations and works, and to manufacture or deal with such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company.

(3) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.

(4) To pay or make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company.

(5) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.

(6) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company.

(7) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide.

(8) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.

(9) To pay the formation and registration expenses of the Company.

(10) To contribute to any public, general, political, charitable, benevolent or useful object, to which it may seem to be in the interest of the Company or its members to contribute.

(11) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby

conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 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
--	---

HYDEHOUSE LIMITED
ST PETER'S ROAD, MAIDENHEAD, BERKS

NINETY-NINE

FOR AND ON BEHALF OF
HYDEHOUSE LIMITED WHOSE REGISTERED
OFFICE IS SITUATE AT ST PETERS ROAD,
MAIDENHEAD, BERKS

Richard Off

DIRECTOR

R. J. Atherton
RICHARD JOHN ATHERTON OF
58 ALLERTON STREET
LONDON SW6

ONE

COMPANY DIRECTOR

Dated 18th SEPTEMBER 1978

Witness to the above Signature:-

Brinn D. James
BRINN D. JAMES
28 ARLING COURT,
SPRINGFIELD PARK,
HOLYPORT,
MAIDENHEAD
BERKS
SALES OFFICE MANAGER

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1418972/4

ARTICLES OF ASSOCIATION OF

AUTODATA ^{PUBLICATIONS} / LIMITED



PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

DIRECTORS

2. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

3. Any Director appointed by the Subscribers hereto may if the instrument of appointment so provides be appointed a Permanent Director of the Company. A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A, be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

4. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Director shall on the poll being taken be entitled to ten votes for each share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

5. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be

re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70 and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give members notice of the age of any Director or person proposed to be so re-appointed or appointed; and sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

6. A Director may at any time appoint any other person (whether a Director or member of the Company or not) to act as Alternate Director at any meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

8. Clause 87 in Part I of Table A shall not apply to the Company.

9. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

10. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to; and the said Clause 106 shall be modified accordingly.

11. So long as Hydehouse Limited or any nominee thereof is the immediate holding Company for the time being of the Company a quorum for meetings of Directors shall not be constituted unless at least two Directors of the Company one of whom at least is also a Director of Hydehouse Limited are present and Regulation 99 in Part I of Table A shall be construed accordingly.

12. Each of the following persons, so long as he remains a Director of the Company shall be entitled to cast four votes at meetings of the Directors:-

Richard John Atherton and Dietmar Horst Otto

and every other Director of the Company shall be entitled to cast only one vote at meetings of the Directors.


Names, addresses and descriptions of Subscribers

HYDEHOUSE LIMITED
ST PETER'S ROAD, MADDENHEAD, BERKS.

FOR AND ON BEHALF OF
HYDEHOUSE LIMITED WHOSE REGISTERED
OFFICE IS SITUATE AT ST PETER'S ROAD,
MADDENHEAD, BERKS.

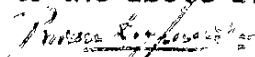
Richard O'H

DIRECTOR


RICHARD JOHN ATHERTON
18 GALLERBY STREET
LONDON SW6
COMPANY DIRECTOR

Dated 1st SEPTEMBER 1978

Witness to the above Signatures:-


RICHARD J. ATHERTON
18, GALLERBY STREET
LONDON SW6
COMPANY DIRECTOR



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
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binding margin



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

Company number

1218972/S

Name of Company

AUTODATA PUBLICATIONS

Limited*

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

St Peter's Road, Maidenhead, Berks

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

~~Charles Coleman & Co, 27 Marlow Road, JORDAN & SONS LTD.~~

~~Maidenhead, Berks.~~

15 PEMBROKE ROAD

BRISTOL BS99 7DX

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any): GAI

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	RICHARD JOHN ATHERTON	Business occupation	Company Director
Former name(s) (note 3)		Nationality	British
Address (note 4)	53 Ellerby Street, London SW6	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)			
Hydehouse Limited			
Intereurope Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1st September 1978	

Name (note 2)	DIETMAR HORST OTTO	Business occupation	Company Director
Former name(s) (note 3)		Nationality	German
Address (note 4)	St. Peter's Road, Maidenhead, Berks.	Date of birth (where applicable) (note 6)	N/A
Particulars of other directorships (note 5)			
Intereurope Limited			
Hydehouse Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1st September 1978	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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binding




Important
The parties to be given those references in section 21(2)(a) of the Companies Act 1976 and 200(2) of the Companies Act 1948. Please read the notes on page 4 completing part of the

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write in this
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Important
The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act,
1976 and section
280(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	RICHARD JOHN ATHERTON
Former name(s) (note 3)	
Address (notes 4 & 7)	58, Ellerby Street, London SW6
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 1st September 1978

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† Delete as
appropriate

Signature  [Subscriber] [Agent]† Date 22 SEP 1978
P.P. JORDAN & SONS LIMITED

Signature  [Subscriber] [Agent]† Date 22 SEP 1978



CERTIFICATE OF INCORPORATION

242572

MASSACHUSETTS

AMPHOTA PUBLICATIONS LIMITED

AMPHOTA PUBLICATIONS LIMITED was incorporated in the Commonwealth of Massachusetts on the 19th day of May 1979 and that the

19th day of May 1979

E. A. WILSON

President, Registrars of Companies

Number of Company: 1418972 *6*

THE COMPANIES ACTS 1948 TO 1976

SPECIAL RESOLUTION

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

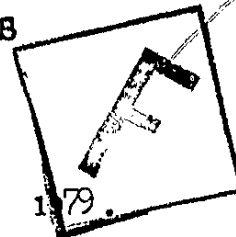
OF

AUTODATA PUBLICATIONS

LIMITED

Passed the 26th day of October

1979.



At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held on the 26th day of October 1979, the following SPECIAL RESOLUTION was duly passed:-

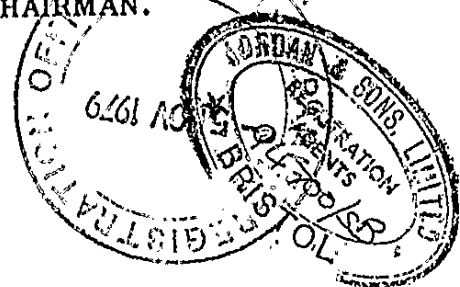
That the name of the Company be changed to

AUTODATA LIMITED

46

R. J. [Signature]

CHAIRMAN.

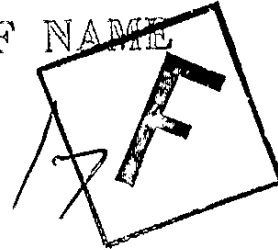


Syndall
002318
P/L 2585



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1108972



I hereby certify that

AUTODATA PUBLICATIONS LIMITED

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

AUTODATA LIMITED

Given under my hand at Cardiff the **29TH NOVEMBER 1979**

E. A. WILSON

Assistant Registrar of Companies



No. of Company 1418972 / *P*
The Companies Acts 1948 to 1976
COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

AUTODATA LIMITED

(Incorporated the 10th day of May 1979)



22 Jan 80

Jordan & Sons Limited
Legal and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 012533030 Telex 261010

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association & filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 13/1/80

p.p. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

AUTODATA LIMITED

1. The name of the Company is "AUTODATA LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(1) (a) To carry on all or any of the businesses of manufacturers, importers, exporters, buyers, sellers, brokers, auctioneers, valuers, designers and repairers of, and dealers in products, goods, substances, apparatus, accessories, merchandise and wares of all descriptions.

(b) To purchase or otherwise acquire and undertake all or any part of the business, property, rights or liabilities of any person or company, and to pay for any business, property or rights acquired by the Company in cash or wholly or partially in shares, debentures or other securities or obligations of the Company or belonging to the Company, and whether fully or partly paid, and as part of the terms of any such purchase or otherwise to grant options upon any unissued shares of the Company.

(c) To carry on all or any of the businesses of publishers, printers and distributors of magazines, periodicals, journals, books and other publications and to own, exploit, and acquire copyrights, rights of publication and reproduction and other rights in respect of any literary and other works and undertakings, and to collect, print and publish the same, printers' agents, commercial and manufacturing stationers, to employ the services of and to act as agents for authors, critics, lecturers, and other professional persons, to carry on all or any of the businesses of printers, advertising agents, contractors, consultants and specialists, publicity agents, designers of pictorial and display advertisements, sales promotion consultants, marketing consultants, secretarial agents, proprietors of duplicating and typewriting agencies, and translation bureaux, jobbing printers, photographic and colour printers, lithographers, engravers, die sinkers, bookbinders, designers, draughtsmen, paper and ink merchants, booksellers, bill-posters, proprietors of and hirers and letters on hire of and dealers in motor and other vehicles, garage proprietors, lending library proprietors, manufacturers' agents,

commission agents, general merchants, factors and traders; and to buy, sell and deal in plant, machinery, apparatus, tools, utensils, commodities, substances, materials, articles and things useful for carrying on the above-mentioned businesses or any of them.

(2) To carry out such building, mining, engineering or other operations and works, and to manufacture or deal with such goods and to acquire, hold or deal with such property, as may seem directly or indirectly to advance the interests of the Company.

(3) To enter into such commercial or other transactions as may seem desirable for the purpose of the Company's affairs.

(4) To pay or make such arrangements for providing such pensions, benefits, share acquisition schemes and other matters (whether to or for the benefit of present or past directors or employees of the Company or of any company associated with the Company or persons who are or were related to or dependants of such directors or employees) as may seem directly or indirectly to advance the interests of the Company.

(5) To act as agents or trustees, and to enter into partnership and other arrangements which may seem to advance the interests of the Company.

(6) To sell, lease or dispose of the undertaking of the Company or any part thereof on such terms as the Company may decide, and to distribute assets in specie among the members of the Company.

(7) To acquire and hold interests in other companies and to enter into any arrangements with other companies which may seem to advance the interests of the Company, upon such terms as the Company may decide.

(8) To raise or borrow money and to receive deposits, and to lend money, give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company, and to charge its undertaking or any part thereof or its uncalled capital, in any circumstances and upon such terms and conditions as the Company may think fit.

(9) To pay the formation and registration expenses of the Company.

(10) To contribute to any public, general, political, charitable, benevolent or useful object, to which it may seem to be in the interest of the Company or its members to contribute.

(11) To do all such other things as may be considered to further the interests of the Company or be incidental or conducive to the above objects or any of them.

And it is hereby declared (a) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby

conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

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
--	---

Hydehouse Limited,
St. Peter's Road,
Maidenhead, Berks.

- Ninety-nine

For and on behalf of
Hydehouse Limited whose registered
office is situate at St. Peter's Road,
Maidenhead, Berks.

Diedmar Otti,
Director.

Richard John Atherton of
58 Ellerby Street,
London, S.W.6.

- One

Company Director.

Dated this 1st day of September, 1978.

Witness to the above Signatures:- Brian D. James,
28 Arkley Court,
Springfield Park,
Holyport,
Maidenhead, Berks.
Sales Office Manager.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 16/1/80.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

AUTODATA LIMITED

PRELIMINARY

1. The regulations contained or incorporated in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

DIRECTORS

2. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

3. Any Director appointed by the Subscribers hereto may if the instrument of appointment so provides be appointed a Permanent Director of the Company. A Permanent Director shall, subject to the provisions of Clause 88 in Part I of Table A, be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

4. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Director shall on the poll being taken be entitled to ten votes for each share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

5. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be

re-appointed or appointed, as the case may be, as a Director notwithstanding that he has then attained the age of 70 and no special notice need be given of any resolution for the re-appointment or appointment, or approval of the appointment of a Director at any age, and it shall not be necessary to give members notice of the age of any Director or person proposed to be so re-appointed or appointed; and sub-Sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall be excluded from applying to the Company.

6. A Director may at any time appoint any other person (whether a Director or member of the Company or not) to act as Alternate Director at any meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An Alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointer ceases for any reason to be a Director: Provided that if a Director retires by rotation and is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a Director who has been appointed to be an Alternate Director is present at a meeting of the Board in the absence of his appointer such Alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

7. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

8. Clause 87 in Part I of Table A shall not apply to the Company.

9. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Part I of Table A shall be modified accordingly.

10. A resolution in writing pursuant to Clause 106 in Part I of Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to; and the said Clause 106 shall be modified accordingly.

11. So long as Hydehouse Limited or any nominee thereof is the immediate holding Company for the time being of the Company a quorum for meetings of Directors shall not be constituted unless at least two Directors of the Company one of whom at least is also a Director of Hydehouse Limited are present and Regulation 99 in Part I of Table A shall be construed accordingly.

12. Each of the following persons, so long as he remains a Director of the Company shall be entitled to cast four votes at meetings of the Directors:-

Richard John Atherton and Dietmar Horst Otto

and every other Director of the Company shall be entitled to cast only one vote at meetings of the Directors.

Names, addresses and descriptions of Subscribers

Hydehouse Limited,
St. Peter's Road,
Maidenhead, Berks.

For and on behalf of
Hydehouse Limited whose registered
office is situate at St. Peter's Road,
Maidenhead, Berks.

Diedmar Otti,
Director.

Richard John Atherton of
58 Ellerby Street,
London, S.W.6.

Company Director.

Dated this 1st day of September, 1978.

Witness to the above Signatures:- Brian D. James,
28 Arkley Court,
Springfield Park,
Holyport,
Maidenhead, Berks.
Sales Office Manager.


TO THE REGISTRAR OF COMPANIES
Companies Act 1948 S 141(2)
SPECIAL RESOLUTION
of
Autodata Limited

No. 1418972

At a Meeting of the members of the above company held on
19th May 1980 the following Resolution was passed as a
SPECIAL RESOLUTION:-

"that the name of the company be changed to Intereurope Limited"

DATED this 19th day of May 1980


.....
RJ Atherton
Secretary and Chairman

46

NW.
£80
002749
21 MAY 1980
COMPANIES REGISTRATION



COPY
CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1418972

10

I hereby certify that

AUTODATA LIMITED

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

INTEREUROPE LIMITED

Given under my hand at Cardiff this

10TH JUNE 1980

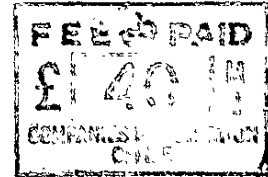
46

E. A. WILSON

Assistant Registrar of Companies

No. of Company 1418972

THE COMPANIES ACTS 1948 TO 1981



SPECIAL RESOLUTION

pursuant to section 141(2) of the Companies Act 1948

OF

INTEREUROPE



Passed 24th February 1986

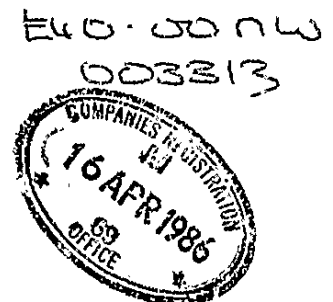
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held at St Peters Road, Maidenhead, Berkshire

on the 24th day of February 1986 the following
SPECIAL RESOLUTION was duly passed:—

That the name of the company be changed to Autodata Technical
Services Limited

(Signed)

Director





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 1418972

/ 20

I hereby certify that

INTEREUROPE LIMITED

having by special resolution changed its name, is now

incorporated under the name of

AUTODATA TECHNICAL SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

8TH MAY 1986


D. M. WILKIE

an authorised officer

G

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

* Insert full name
of company

Name of company

* AUTOMAT TECHNICAL SERVICES LIMITED

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 as shown below:

Note
Please read notes
1 to 5 overleaf
before completing
this form

Day Month

3 0 1 1

† delete as
appropriate

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 6

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:

See note 4a and
complete as
appropriate

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

_____, company number _____

_____, accounting reference date of which is _____

Signed

R. J. Hall

(Director)[Secretary]† Date 30/1/87

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

For official Use
General Section

Post room

WR/1405

27 FEB 1987

AUFODATA TECHNICAL SERVICES LIMITED RESOLUTION

At an extraordinary general meeting of the Company duly convened and held at Priors Way on the eighth day of July 1991

1. The following SPECIAL RESOLUTION was duly passed:-

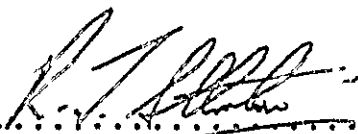
"That the following new Article be inserted in the Company's Articles of Association:-

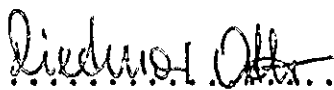
13. That the Directors be and they are hereby authorised to exercise without limit all the powers of the Company to borrow money and to give guarantees and indemnities and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether out right or as security for any debt liability or obligation of the Company or of any third party".

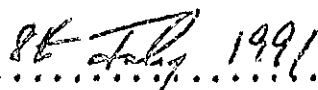
2. The following ORDINARY RESOLUTION was duly passed:-

"That any borrowing taking and security and guarantees given by the Company prior to this date exceeding the limit or limits at that time imposed by Table A be and the same are hereby ratified and confirmed".

We hereby certify that the foregoing is a true and correct copy of the Resolutions which were duly passed at the above mentioned meeting.


.....
Chairman


.....
Director


.....
Date

