

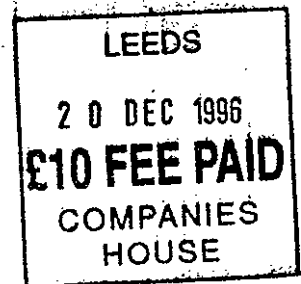
HALIFAX HOLDINGS LIMITED

Registered Office

**Trinity Road
Halifax
West Yorkshire
HX1 2RG**

Registered in England and Wales

Registered No 2279167



WRITTEN RESOLUTION OF THE SHAREHOLDER

I, Matthew Sebastian Lodge, being at the date of this resolution the sole shareholder of the Company entitled to vote, hereby pass the following Special Resolutions as if they had been passed at a General Meeting duly convened and held.

THAT the name of the Company be changed to Halifax Leasing No.1 Limited.

THAT the new Clause 3 attached here as Exhibit A be substituted for and to the exclusion of all existing Clause 3 of the Company's Memorandum of Association.

THAT the regulations contained in the printed document attached hereto as Exhibit B be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusions of all existing Articles of the Company.

Matthew

MS Lodge
19th December 1996

Certified a true copy

Matthew
Director

Halifax B-S.

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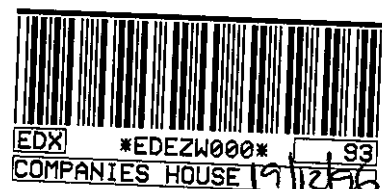


Exhibit A
Exhibit A

3. The Company's objects are:

- (1) to carry on all types of financial services activity, including but not limited to the leasing of property, whether real or personal, and the acquisition, holding, bailment and disposal of leasable chattels within the meaning of the Building Societies (Commercial Assets and Services) Order 1988 S.I 1988 No. 1141 as amended by the Building Societies (Commercial Assets) Order 1995 S.I 1995 No. 1006 and the arrangement of any such transaction, including the bailment of leasable chattels within the meaning of section 34 of, and Schedule 8 to, the Building Societies Act;
- (2) to provide all kinds of financial and other services and facilities whether or not in connection with, or in relation to, the acquisition or disposal of property, whether real or personal, by any person;
- (3) to carry on any trade or business whatsoever;
- (4) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
- (5) to do all such things as the directors consider to be desirable or for the benefit of the Company;
- (6) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company, and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person (including, but not limited to, any such body corporate) by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
- (7) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (8) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;

- (9) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurance's and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (10) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever;
- (11) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (12) to exercise any power of the Company for any consideration of any kind or for no consideration;

PROVIDED that the objects of the Company shall be subject to the overriding restriction that nothing in this Memorandum shall permit the Company, at any time when a building society invests in or supports the Company:

- (a) to carry on any activities other than those which it is within the powers of that building society to carry on; or
- (b) to invest in or support any other body corporate; or
- (c) on its own account in the United Kingdom:
 - (i) to lend money to members of the public on the security of land by loans corresponding to advances secured on land; or
 - (ii) to accept deposits of money otherwise than in such circumstances that their acceptance would not constitute its business a deposit-taking business or in the course of or for the purposes of providing a service or the time being specified in Part 1 of Schedule 8 to the Building Societies Act,

and the words and expressions used in this proviso shall bear the meaning given to them for the purposes of section 18 of the Building Societies Act.

HOWEVER, subject to the above proviso, it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "building society" means a building society established or deemed to be established under the Building Societies Act;
 - (iii) "Building Societies Act" means the Building Societies Act 1986;
 - (iv) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (v) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent;
 - (vi) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation; and
 - (vii) any reference to a statute, subordinate legislation or any part thereof (however described) shall include a reference to that statute, subordinate legislation or part as from time to time amended, extended, re-enacted or replaced.

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
OF
HALIFAX LEASING NO.1 LIMITED

(adopted by special resolution
passed on 19th December 1996)

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Table A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. [None of the regulations referred to in section 31(8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.]*
2. (1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience only and shall not affect construction.

* The words in square brackets are needed only for companies incorporated before 1st July, 1985.

SHARE CAPITAL

3. (1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £[].*
- (2) The authority contained in paragraph (1) shall expire on the day five years after the date of the adoption of these articles but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.*
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

GENERAL MEETINGS

4. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

* Articles 3(1) and (2) are inappropriate where there is no unissued authorised share capital. The number inserted in article 3(1) should normally correspond to the authorised but unissued share capital.

VOTES OF MEMBERS

6. (1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulations 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

DIRECTORS

7. (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- (5) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (6) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

8. (1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.

- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointed as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
- (3) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

9. The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.

PROCEEDINGS OF DIRECTORS

10. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
11. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 12 (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 10.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

- 13 (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
- (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

INDEMNITY

- 14 (1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (2) Regulation 118 of Table A shall not apply.

Company Number 2279167

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
HALIFAX LEASING NO.1 LIMITED

1. The Company's name is "Halifax Leasing No.1 Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on all types of financial services activity, including but not limited to the leasing of property, whether real or personal, and the acquisition, holding, bailment and disposal of leasable chattels within the meaning of the Building Societies (Commercial Assets and Services) Order 1988 S.I 1988 No. 1141 as amended by the Building Societies (Commercial Assets) Order 1995 S.I 1995 No. 1006 and the arrangement of any such transaction, including the bailment of leasable chattels within the meaning of section 34 of, and Schedule 8 to, the Building Societies Act;
 - (2) to provide all kinds of financial and other services and facilities whether or not in connection with, or in relation to, the acquisition or disposal of property, whether real or personal, by any person;
 - (3) to carry on any trade or business whatsoever;
 - (4) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (5) to do all such things as the directors consider to be desirable or for the benefit of the Company;

The Company's name was changed by Special resolution from Halifax Holdings Limited on 19th December 1996

- (6) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company, and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person (including, but not limited to, any such body corporate) by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
- (7) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
- (8) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
- (9) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurance's and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (10) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever;
- (11) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (12) to exercise any power of the Company for any consideration of any kind or for no consideration;

PROVIDED that the objects of the Company shall be subject to the overriding restriction that nothing in this Memorandum shall permit the Company, at any time when a building society invests in or supports the Company:

- (a) to carry on any activities other than those which it is within the powers of that building society to carry on; or
- (b) to invest in or support any other body corporate; or

- (c) on its own account in the United Kingdom:
 - (i) to lend money to members of the public on the security of land by loans corresponding to advances secured on land; or
 - (ii) to accept deposits of money otherwise than in such circumstances that their acceptance would not constitute its business a deposit-taking business or in the course of or for the purposes of providing a service or the time being specified in Part 1 of Schedule 8 to the Building Societies Act,

and the words and expressions used in this proviso shall bear the meaning given to them for the purposes of section 18 of the Building Societies Act.

HOWEVER, subject to the above proviso, it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "building society" means a building society established or deemed to be established under the Building Societies Act;
 - (iii) "Building Societies Act" means the Building Societies Act 1986;
 - (iv) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (v) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent;
 - (vi) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation; and

- (vii) any reference to a statute, subordinate legislation or any part thereof (however described) shall include a reference to that statute, subordinate legislation or part as from time to time amended, extended, re-enacted or replaced.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £100 divided into 100 shares of £1 each.