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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* DOUGLAS LEASING LIMITED

* insert full
name of CompanyI, BARBARA OLIVER

Authorised Signatory

of Corporate Nominee Services LimitedFalcon House, 24 North John StreetLiverpool L2 9RP† delete as
appropriate

do solemnly and sincerely declare that I am a

[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 Liverpool

Declarant to sign below

the EIGHTEENTH day of JANUARY
One thousand nine hundred and NINETY THREE
before me [Signature]

[Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

FALCON BUSINESS SERVICES LTD.
FALCON HOUSE, 24 NORTH JOHN STREET,
LIVERPOOL, L2 9RP, ENGLAND.
TEL: 051-236 3443 FAX: 051 235 1050
UK & INTERNATIONAL COMPANY FORMATION AGENTS
UK & INTERNATIONAL COMPANY SEARCH AGENTS ACCOUNTANTS

For official Use

New Companies Section

Post room



COMPANIES HOUSE

10

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

This form should be completed in black.

CN 2785001

For official use ☐

Company name (in full)

DOUGLAS LEASING LIMITED

Registered office of the company on
incorporation

RO DOUGLAS HOUSE
GATEWAY

Post town

CREWE

County/Region

CHESHIRE

Postcode

CW1 1YY

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

☒ X

Name

RA

FALCON BUSINESS SERVICES LTD.
FALCON HOUSE, 24 NORTH JOHN STREET,
LIVERPOOL, L2 9PP, ENGLAND.
TEL: 051 255 3443 FAX: 051 255 1050
UK & INTERNATIONAL COMPANY SEARCH AGENTS
UK & INTERNATIONAL COMPANY SEARCH AGENTS ACCOUNTANTS

Post town

County/Region

Postcode

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

FALCON BUSINESS SERVICES LTD.
FALCON HOUSE, 24 NORTH JOHN STREET,
LIVERPOOL, L2 9PP, ENGLAND.
TEL: 051 255 3443 FAX: 051 255 1050
UK & INTERNATIONAL COMPANY SEARCH AGENTS
UK & INTERNATIONAL COMPANY SEARCH AGENTS ACCOUNTANTS

Postcode

Telephone

Extension

Company Secretary (See notes 1-5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS			
CORPORATE NOMINEE SECRETARIES LIMITED			
AD	FALCON HOUSE		
24 NORTH JOHN STREET			
Post town	LIVERPOOL		
County/Region	MERSEYSIDE		
Postcode	L2 9RP	Country	UNITED KINGDOM
I consent to act as secretary of the company named on page 1			
Signed	<i>B. Oliver</i>		Date 18.01.93

Directors (See notes 1-8)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

*** Voluntary details****Consent signature**

CD			
CORPORATE NOMINEE SERVICES LIMITED			
AD	FALCON HOUSE		
24 NORTH JOHN STREET			
Post town	LIVERPOOL		
County/Region	MERSEYSIDE		
Postcode	L2 9RP	Country	UNITED KINGDOM
Date of birth	DD <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Nationality	NA INCORPORATED IN
Business occupation	OC COMPANY REGISTRATION AGENTS		
Other directorships	OD NONE		
I consent to act as director of the company named on page 1			
Signed	<i>B. Oliver</i>		Date 18.01.93

(See notes 1 - 5)

Address

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers

Signature of agent on behalf of all subscribers Date

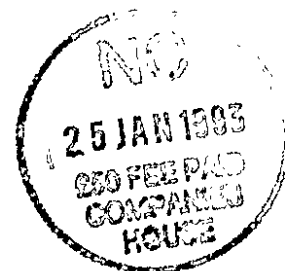
**Delete if the form
is signed by an
agent on behalf of
all the subscribers**

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

AUTHORISED SIGNATORY OF CORPORATE NOMINEE SERVICES LIMITED	
Signed <i>B. Oliveira</i>	Date <i>18.01.93</i>
AUTHORISED SIGNATORY OF CORPORATE NOMINEE SECRETARIES LIMITED	
Signed <i>B. Oliveira</i>	Date <i>18.01.93</i>
Signed	Date
Signed	Date
Signed	Date
Signed	Date

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
DOUGLAS LEASING
LIMITED



1. The Name of the Company is DOUGLAS LEASING LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:-

(1) (i) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers, (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors; shipping and forwarding agents; manufacturing of and dealers in all types of equipment and machinery; dealers in property and estates; property developers and investors, property managers, to offer services of accountant, book-keeper or secretary; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors; sign makers; heating and ventilation engineers and contractors; refrigeration engineers, specialists contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians; shop front fitters; carpet dealers and layers; builders and decorators; merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; architects; welders; sheet metal workers; double glazing and window consultants; blacksmiths; motor engineers; garage proprietors; car dealers; car hire services; taxi proprietors and operators; travel agents, tour operators; proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accounts in all their branches; proprietors of shops, cafes, clubs, hotels, and restaurants, catering contractors, dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers; greengrocers; fishmongers and poultry merchants; dealers in health foods; farmers; florists; horticulturists; bakers; confectioners; tobacconists; ironmongers; hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio, television and electrical retailers, dealers and repairers; toys; games and sports equipment dealers; photographers and dealers in all kinds of photographic materials and equipment; film producers and distributors; footwear manufacturers; textile merchants; tailors; fashion designers; ladies and gentlemen outfitters; clothing manufacturers, boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; manufacturing and retail chemists; medical suppliers; printers; publishers; stationers; advertising and publicity agents, public relation specialists; consultants; business consultants and advisers; business transfer agents and employment agents; hire purchase and leasing operators; computer operators; programmers and dealers; video dealers; market research specialists; business advisers, mail order specialists; dyers and cleaners; proprietors of launderettes, excavation and demolition contractors; locksmiths; security advisers; plant hirers; scrap iron and waste merchants and commodity traders and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct business, in any part of the world.

(ii) To carry on any other trade or business which can in the opinion of the board of directors, be advantageously carried on by the Company.

- (2) To purchase or otherwise acquire hold, sell, dispose of and deal in goods, commodities, provisions, produce, products, supplies, materials, stores, equipment, instruments, appliances, apparatus, plant, machinery, stock in trade, an real and personal property of all kinds and any interest therein, and rights of all kinds, business concerns and undertakings, mortgages, charges, annuities, policies, book debts, produce concessions, options, contracts, licences, privileges and choose in actions of all kinds, and any claims against such property or against any person or Company and to carry on any business concern or undertaking so acquired.
- (3) To acquire by purchase or otherwise and in any part of the world commercial and other agencies and to act as agents for manufacturing, trading, investment, finance, and commercial Companies, firms, undertakings or concerns of every description in the purchase, sale and distribution of raw materials, products commodities, foods, property and rights of all kinds and the collection, receipt and investment of money, and generally to transact and carry on all kinds of trust and agency business.
- (4) To buy, sell and manufacture, repair, alter and exchange, let on hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the businesses of the Company or commonly supplied or dealt in by persons engaged in any such businesses or which may seem capable of being profitably dealt with in connection therewith.
- (5) To carry on in the United Kingdom or elsewhere the business of general contractors and builders and to construct, build, erect and complete houses, buildings and erections of any description or any public or private works and buildings whether on the Company's own account or under any contract with other persons or Companies and to pull down, rebuild enlarge, alter and improve any existing houses, buildings, erections or works
- (6) To undertake or direct the management of the property, buildings lands and estates (of any tenure or kind) of any Company, firm or undertaking and to sell the same or any share or shares. interest of interests therein for such Company, firm or undertaking on commission or otherwise.
- (7) To raise and borrow money by the issue of shares, stock, debentures, debenture stock, bonds, obligations, deposit notes, and otherwise howsoever and to underwrite any such issue and to invest the money so raised and borrowed in, and to hold, sell and deal with the stock, shares and bonds, debentures, debenture stock and securities of any Government, State, Company Corporation, municipal or local, or other body of authority, and such lands, buildings leases, underleases, rights, privileges, policies of assurance and such other property as the Company shall deem fit.
- (8) To make advance upon, hold in trust, issue on commission, sell, or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes.
- (9) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (10) To apply for, purchase or otherwise acquire, any copyrights, patents, trademarks, secret processes, brevets d'invention, licences concessions, and the like for and in anyway relating to all or any of the objects of the Company, or which may seem to the Company capable of being profitably dealt with or the acquisition of which may seem calculated directly or indirectly, to benefit the Company, and to use, exercise or develop, or grant licences, in respect of, or otherwise turn to account the property and rights so purchased or acquired
- (11) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (12) To mortgage and charge the undertaking and all or any of the real and personal property or assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount, and for such consideration and with a subject to such rights, powers, privileges and conditions as may be thought fit, debentures, debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurances

(13) To issue and deposit any securities which the Company has power to issue by way of a mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of the other persons or corporations having dealing with the Company or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(14) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers or others, and to make advances with or without security, and upon such terms as the Company may approve, to customers and others, and generally to transact all kinds of guarantee, trust, and agency business.

(15) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trust funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(16) To draw make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(17) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such a manner as may from time to time be determined

(18) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or by any issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine

(19) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully paid or partly paid-up shares of any Company or Corporation with or without deferred or preferred or guaranteed rights in respect of dividends or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any Company or Corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.

(20) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union or interests or co-operation with any Company, firm or person carrying on or proposing to carry on any business, within the objects of this Company, and to acquire, hold, sell, deal with or dispose of shares, stock or securities of any such Company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital or any share, stock or securities of any to subsidise or otherwise assist any such Company

(21) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities issued by or any other obligations of any such Company.

(22) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to facilitate or take part in the conversion of business concerns and undertakings into Companies

(23) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements, and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any part of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(24) To amalgamate with any other Company whose objects are similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company as aforesaid with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other Company as aforesaid, or by partnership, or any arrangement of the nature or partnership, or in any other manner.

(25) To carry on any other business, whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the aforementioned businesses of objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, and to establish agencies or branches for the purposes of the Company and to regulate and discontinue them.

(26) To distribute among the members in specie any property of the Company, but that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(27) To procure the Company to be registered or recognised in any country within the British Commonwealth, European Economic Community or in any Foreign Country.

(28) To do all or any of the above things and all such other things as are incidental or conducive to the attainment of the above objects in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others

And it is hereby declared that:-

(a) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and

(b) The objects of the Company specified in each of the foregoing paragraphs of this clause shall be distinct and separate objects of the Company and shall be no way limited by but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the object of a separate and distinct Company.

(c) The liability of the members is Limited

(d) The share capital of the Company is £2,000 divided into 2,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively, any preferential deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

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 respectfully agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Address and descriptions of Shareholders

Number of shares
taken by each

CORPORATE NOMINEE SERVICES LIMITED
Falcon House
24 North John Street
Liverpool
L2 9RP

One

Authorised Signatory:



CORPORATE NOMINEE SECRETARIES LIMITED
Falcon House
24 North John Street
Liverpool
L2 9RP

One

Authorised Signatory:



NUMBER OF SHARES TAKEN

Two

Dated this 18th day of January 1993

Witness to the above signature:

Miss E L Coleman
Falcon House
24 North John Street
Liverpool
L2 9RP



Secretary

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DOUGLAS LEASING

LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Table A to F) (Amendment) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company except insofar as they are excluded or varied hereby and the remaining regulations in Table A together with the following regulations shall be the Articles Of Association of the Company.

2. Regulations 8 and 64 of Table A shall not apply to the Company.

SHARES

3. (a) Subject to any resolution of the Company and to the provisions of paragraph (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over or otherwise deal with or dispose of them to such persons and generally on such terms and in such manner as they think fit.

(b) The directors are generally and unconditionally authorized pursuant to section 80 of the Companies act 1985 for a period of five years from the date of incorporation of the Company to allot relevant securities provided that the nominal value of any securities allotted shall together with the shares agreed to be taken by the subscribers not exceed the amount of the authorised share capital for the time being. This authority may be varied, revoked or renewed by the Company in general meeting.

(c) At the date of the adoption of these Articles the capital of the Company is £2000 divided into 2,000 Ordinary Shares of £1 each.

(d) The directors shall be empowered under the authority conferred by this Article to make, at any time before the expiry of the authority, any offer or agreement which would or may require relevant securities to be allotted after such authority had expired.

4. The Company shall have a first and paramount lien on every share whether or not it is a fully paid share for all moneys whether presently payable or not claimed or payable at the fixed time in respect of that share and the Company shall also have a first and paramount lien on all share whether fully paid or not standing registered in the name of any person whether sole or as one of two or more joint holders for all moneys presently payable by the holder or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The lien of the Company on a share shall extend to any dividend or other amount payable in respect thereof.

TRANSFER AND TRANSMISSION OF SHARES

5. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share in the Company with limited liability) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of member in respect thereof.

6. (a) Subject as in these articles provided, any share may be transferred by a member to his descendant or to the trustees of a settlement created inter Vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or descendant and any share of a deceased member may be transferred to his or her wife or husband or descendant and any share of a deceased member may be transferred to his or her widow or widower or descendant or transferred to or placed in the names of his or her personal representatives or trustees if, but only if, it will be held by them upon trust created by such member's will or arising from his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or descendant and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or her or them or to the continuing and new trustees thereof. In any such circumstances but subject to the aforesaid the provisions of paragraph (g) of this Article shall not apply save to prevent the transfer of shares on which the Company has lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(b) Save as aforesaid, a share shall not be transferred unless it first be offered to the Company and to the other members at a fair value as at date of transfer notice to be fixed at the cost of the company by the auditors of the Company.

(c) A member (hereinafter referred to as "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the consent of the directors.

(d) After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall take all action as is necessary and within their powers for the Company to purchase the share offered for sale. If the Company does not approve the purchase of its own shares the directors shall then proceed to seek a purchaser or purchasers therefore amongst the other members (including any of their own body who are members but excluding any member who voted in general meeting against the Company purchasing the share or shares on offer). In the case of competition amongst the other members therefore, the sale shares shall be apportioned amongst those willing and entitled to purchase the same as nearly as may be in proportion to their respective holdings of shares but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by a resolution of all the directors for the time being in a manner which they deem to be the most equitable.

(e) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member or members and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefore. The retiring member shall deliver to the Company his certificate or certificates comprising or including such share or shares and shall thereupon be paid the purchase money and any necessary balance certificate shall be issued to him.

(f) If within twenty eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (g) of this article, transfer the share or shares in question to any person for any consideration which is not less than the fair value fixed in accordance with paragraph (b) above.

(g) Subject as in this article otherwise provided, the directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

(h) (i) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, and

(ii) Any transfer of any interest in a share or shares shall for the purpose of this article be deemed to constitute a transfer of the share or shares comprised in such direction or transfer and, except in the case of a transfer permitted by paragraph (a) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

DIRECTORS

7. Unless otherwise determined by ordinary resolution there shall be no limitation as to the number of directors and if and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by Table A and by these Articles and clause 89 of Table A shall be modified accordingly.

8. A director may vote on any resolution of the directors concerning any contract or arrangement in which he is interested or upon any matter arising there from and if he shall so vote his vote shall be counted and he shall be included in determining the quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly.

9. In addition to the indemnity granted by the provisions of regulation 118 of Table A, every director, officer, official or servant of the Company shall be entitled to the indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

NAMES AND ADDRESSES OF SUBSCRIBERS

CORPORATE NOMINEE SERVICES LIMITED
Falcon House
24 North John Street
Liverpool L2 9RP

Authorised Signatory

B. Oliver

CORPORATE NOMINEE SECRETARIES LIMITED
Falcon House
24 North John Street
Liverpool L2 9RP

Authorised Signatory

B. Oliver

Dated this 18th day of January 1993

witness to the above signature:

Miss E L Coleman
Falcon House
24 North John Street
Liverpool
L2 9RP

E. L. Coleman

Secretary

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM
AND ARTICLES OF ASSOCIATION
OF
DOUGLAS LEASING
LIMITED**

(A Private Company adopting table A with Modifications)

Certificate Number:

Incorporated the day of

FALCON BUSINESS SERVICES LIMITED
FALCON HOUSE, 24 NORTH JOHN STREET, LIVERPOOL, L2 9RP
TELEPHONE 051 236 3443 FAX: 051 255 1050, DX 14114
(FALCON BUSINESS SERVICES LIMITED IS A SUBSIDIARY OF MERSEY GROUP LIMITED)

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2785001

I hereby certify that

DOUGLAS LEASING LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 29 JANUARY 1993

F. A. Joseph.

F. A. JOSEPH

an authorised officer


COMPANY NO 2785001

Companies Act 1985, Section 250 as amended by Section 14 of the Companies Act 1989 and by SI No 1992/3003.

Special Resolution of Douglas Leasing Limited.

At a general meeting of the above Company held on 25 April 1994 the following resolution was passed.

The Company, having been dormant since its formation resolves to make itself exempt from the provisions of part VII of the Companies Act 1985 relating to the audit of accounts and from obligation to appoint auditors.

.....  Director
..... 28-4-94 Date

