



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

Company No. 2982126

The Registrar of Companies for England and Wales hereby certifies that
INHOCO 367 LIMITED

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

Given at Companies House, Cardiff, the 21st October 1994



N02982126H

P. LLEWELLYN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

G**Statutory Declaration of compliance
with requirements on application
for registration of a company**

CHA 116

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 lettering

To the Registrar of Companies

For official use

For official use

Name of company

• INHOCO 367 LIMITED

* insert full
name of CompanyI, EDWARD MATTHEW SCOTT BAKERof PALL MALL NOMINEES LIMITED, DENNIS HOUSEMARSDEN STREETMANCHESTER M2 1JD† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†
[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 65 Fountain St,
Manchester

Declarant to sign below

the 14th day of OctoberOne thousand nine hundred and 94before me R. Lowry

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):
ADDLESHAW SONS & LATHAM
DENNIS HOUSE
MARSDEN STREET
MANCHESTER
M2 1JD

EMSB

For official Use

New Companies Section

Post room

Package: 'Laserform'
by Laserform International Ltd.

Companies House Approval No: CHA 116

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

INHOCO 367 LIMITED

Registered office of the company on
incorporation.

RO

DENNIS HOUSE

MARSDEN STREET

Post town MANCHESTER

County/Region

Postcode M2 1JD

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.

☐

Name ADDLESHAW SONS & LATHAM

RA

DENNIS HOUSE

MARSDEN STREET

Post town MANCHESTER

County/Region

Postcode M2 1JD

Number of continuation sheets attached

☐

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

ADDLESHAW SONS & LATHAM

DENNIS HOUSE, MARSDEN STREET

MANCHESTER

Postcode M2 1JD

Telephone 061 832 5994

Extension 321

Company Secretary

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

Directors

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.


Date of birth

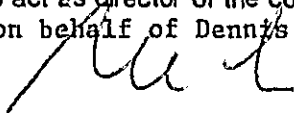
Business occupation

Other directorships

* Voluntary details

Consent signature

| | |
|---|--|
| CS | |
| | |
| | PALL MALL NOMINEES LIMITED |
| | |
| | |
| | |
| AD | DENNIS HOUSE |
| | MARSDEN STREET |
| Post town | MANCHESTER |
| County/Region | |
| Postcode | M2 1JD |
| Country | |
| I consent to act as secretary of the company named on page 1 For and on behalf of Pall Mall Nominees Limited | |
| Signed |  |
| | Date 14.10.94 |
| Authorised signatory of Pall Mall Nominees Limited | |

| | |
|---|---|
| CD | |
| | |
| | DENNIS HOUSE NOMINEES LIMITED |
| | |
| | |
| | |
| AD | DENNIS HOUSE |
| | MARSDEN STREET |
| Post town | MANCHESTER |
| County/Region | |
| Postcode | M2 1JD |
| Country | |
| DO | 0 4 0 4 9 1 |
| Nationality | NA BRITISH |
| OC | LIMITED COMPANY |
| OD | |
| I consent to act as director of the company named on page 1 For and on behalf of Dennis House Nominees Limited | |
| Signed |  |
| | Date 14.10.94 |
| Authorised signatory of Dennis House Nominees Limited | |

2982126 /

THE COMPANIES ACTS 1985 AND 1989

PRIVATE

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
INHOCO 367 LIMITED

1000



1. The name of the Company is "INHOCO 367 LIMITED".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, manufacturers' agents and representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, military, electric, communications, desalination, glass, domestic, mining, industrial and agricultural equipment and items and accessories and spare parts of every description, franchise operators; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in aircraft, robotics, computers, electronic and engineering equipment of every kind, business office energy and other systems and costs analysis, efficiency techniques, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance, technical, economic and financial matters; to carry on the business of farming and of traders and dealers in and breeders of animals and to create establish and maintain an organisation for the purchase, sale, vending, distribution, advertising or introduction of products, carry on all or any of the businesses of brokers and dealers in aircraft of every description and land and waterborne vehicles of every description and haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale and to traffic in land and buildings and other property of any tenure or any interest therein; to carry

on the business of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings as and when may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings in any part of the world as may be thought desirable; and to act as merchants generally.

- (b) To carry on any other business whatever which can in the opinion of the Board of Directors be conveniently or advantageously carried on in connection with or ancillary to any of the businesses of the Company or which is in the opinion of the Directors calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property assets or undertakings.
- (c) 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, patents, 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 division or department thereof or which may enhance the value of any other property.
- (d) To build, construct, develop, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, bridges, railways, tramways, waterways, machinery, engines, walls, fences, banks, dams, sluices or watercourses, gas works, electric works, drainage and sewage works, and buildings of all descriptions, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (e) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (f) To acquire or undertake the whole or any part of the business, goodwill, property, assets, obligations, liabilities and transactions of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry on or the carrying on of which is calculated to benefit the Company or to advance its interests, and to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (g) To improve, manage, construct, repair, develop, exchange, let on lease, rent, royalty, share of profits or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, easements options, rights and privileges in, over or in respect of, or otherwise deal with all or any part of the undertaking property and assets of the Company for such consideration as the Directors may think fit.
- (h) To invest and deal with the moneys of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, and the performance or discharge of any contract or obligations of the Company by mortgage, charge, lien or other security upon the whole or any part of the Company's undertaking property or assets (whether present or future), including its uncalled capital and also by similar mortgage, charge, lien or other security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To give guarantees and indemnities of all kinds.
- (k) To guarantee or provide security for, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or by both such methods, the performance of any contract or obligations, and

the payment of capital or principal (together with any premium) and dividends or interest on any shares debentures or other securities or borrowings including borrowings from bankers on overdraft or otherwise of any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being or may become (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or another subsidiary of any such holding company or in which the Company otherwise holds any shares or other investment or is otherwise associated with the Company in business (whether such association arises through common shareholdings or through a commercial or trading relationship) and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.

- (l) To lend and advance money or give credit on any terms and with or without security to any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being or may become (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or another subsidiary of any such holding company or in which the Company otherwise holds any shares or other investment or is otherwise associated with the Company in business (as previously defined)
- (m) To draw, make, accept, endorse, discount, negotiate execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (n) To apply for, promote, and obtain any Act of Parliament, order or licence of any governmental Department or local or statutory authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (o) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

- (p) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (q) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (r) 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 with objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (s) 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 special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (t) To sell or otherwise dispose of or deal with the whole or any part or parts of the business undertaking and property of the Company for such consideration as the Company may think fit and to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalment or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting 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.

- (u) To amalgamate or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concessions or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, or which is capable of being carried on so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (v) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (w) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (x) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (y) To establish, maintain and administer or procure the establishment, maintenance and administration of profit sharing schemes, share option schemes and employee share schemes of all kinds and of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, grants or emoluments to any persons who are or were at any time in the employment or services of the Company, or of any company which is for the time being (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or another subsidiary of any such holding company or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and

well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (z) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (aa) To distribute among the members of the Company in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (bb) To procure the Company to be registered or recognised in any Dominion or Dependency and in any foreign country or place and to establish branch businesses and local agencies in any part of the world.
- (cc) To carry on business as a general commercial Company.
- (dd) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, trustees, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (ee) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each

sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

- (3) 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 incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.
5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Name and Address
of the Subscribers

Number of shares
taken by each Subscriber

1. DENNIS HOUSE NOMINEES LIMITED
Dennis House
Marsden Street
Manchester
M2 1JD

One

For and on behalf of
DENNIS HOUSE NOMINEES LIMITED


AUTHORISED SIGNATORY

2. PALL MALL NOMINEES LIMITED
Dennis House
Marsden Street
Manchester
M2 1JD

One

For and on behalf of
PALL MALL NOMINEES LIMITED

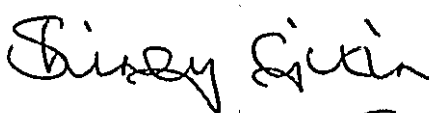

AUTHORISED SIGNATORY

Total shares taken

Two

Dated the 14 day of October 1994

Witness to the above Signatures:-


Company Secretarial Assistant
Manchester

THE COMPANIES ACTS 1985 AND 1989

PRIVATE

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

INHOCO 367 LIMITED

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

2. (1) Unless the Authority hereby given is previously revoked or varied by the Company in General Meeting, the Directors may at any time and from time to time within the period of five years of the date of incorporation of the Company, in accordance with section 80 of the Act exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said period) provided that the aggregate nominal value of the securities so allotted or offered or agreed to be allotted shall not when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscribers to the Memorandum of Association of the Company exceed the sum of £1,000.
- (2) By virtue of section 91 of the Act the provisions of sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the Company.

3. The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 8 shall be modified accordingly.

4. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

5. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice shall have been complied with. Regulation 31 shall be modified accordingly.

6. If within half an hour from the time appointed for a general meeting, a quorum is not present or, if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

7. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one. Regulation 64 shall not apply. A sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.

9. The Directors shall not be subject to retirement by rotation and accordingly:-

- (1) Regulation 73 to 77 inclusive, the last two sentences of Regulation 79, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company; and
- (2) Regulation 78 shall apply but with the deletion of the words "subject as aforesaid" and of the words "and may also determine the rotation in which any additional directors are to retire".

10. An alternate director who is himself a Director and/or who acts as an alternate director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he

is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.

11. A Director who declares his interest therein in manner provided by the Act and these Articles 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 counted in the quorum when any such contract or arrangement is under consideration. Regulations 94 to 96 inclusive shall not apply to the Company.

12. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

13. A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director or Directors either as an additional director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

14. A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

NAMES AND ADDRESSES OF SUBSCRIBERS

DENNIS HOUSE NOMINEES LIMITED
Dennis House
Marsden Street
Manchester
M2 1JD

Authorised Signatory



PALL MALL NOMINEES LIMITED
Dennis House
Marsden Street
Manchester
M2 1JD

Authorised Signatory



DATED this 14th day of October 1994

WITNESS to the above signatures:-

Bisoy Gatin

Company Secretarial Assistant
Manchester.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2982126

The Registrar of Companies for England and Wales hereby certifies that
INHOCO 367 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
AUTO TRADER HOLLAND LIMITED

Given at Companies House, Cardiff, the 3rd November 1994



C029821266

For the Registrar of Companies



C O M P A N I E S H O U S E

Company Number: 2982126

THE COMPANIES ACT 1985 & 1989

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INHOCO 367 LIMITED



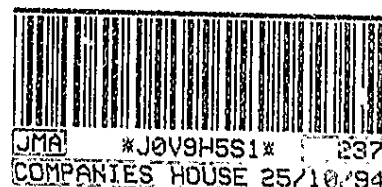
At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the ^{24th} day of ~~October~~ 1994 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to:-

AUTO TRADER HOLLAND LIMITED

.....
Authorised signatory of Pall Mall Nominees Limited
(Pall Mall Nominees Limited is the Secretary of Inhoco 367 Limited)



Company Number: 2982126

THE COMPANIES ACT 1985 & 1989

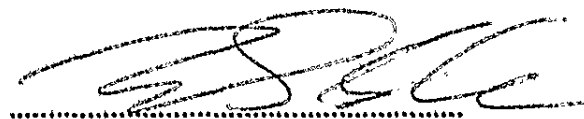
PRIVATE
COMPANY LIMITED BY SHARES

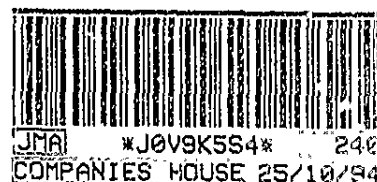
SPECIAL RESOLUTION
OF
INHOCO 367 LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the 24th day of ~~October~~ 1994 the following resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be increased from £1,000 to £1,000,000 by the creation of 999,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised to allot shares in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum aggregate nominal amount equal to £1,000,000 at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.


.....
(Authorised signatory of Pall Mall Nominees Limited)
Pall Mall Nominees Limited is the Secretary of the Company)
Dated: 24th October 1994





COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

CHA 116

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2982126

Name of company

*INHOCO 367 LIMITED

* insert full name
of companygives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24th October 1994 the nominal capital of the company has beenincreased by £ £999,000 beyond the registered capital of £ £1,000.† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:THAT the share capital of the Company be increased from £1,000 to £1,000,000
by the creation of 999,000 Ordinary Shares of £1 each ranking pari passu in
all respects with the existing Ordinary Shares of £1 each in the capital of
the Company.Please tick here if
continued overleaf† insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

For ANDON SERVICE OF THE MANCHESTER CITY

Signed

Designation † SECRETARY

Date 20th OCT 1994Presentor's name, address and
reference (if any):ADDLESHAW SONS & LATHAM
DENNIS HOUSE
MARSDEN STREET
MANCHESTER
M2 1JD
EMBFor official use
General Section

Post room



Company Number: 2982126

THE COMPANIES ACT 1985 & 1989


PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INHOCO 367 LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the 24th day of October 1994 the following resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. THAT the share capital of the Company be increased from £1,000 to £1,000,000 by the creation of 999,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company.
2. THAT the directors be generally and unconditionally authorised to allot shares in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum aggregate nominal amount equal to £1,000,000 at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.


.....
(Authorised signatory of Pall Mall Nominees Limited)
Pall Mall Nominees Limited is the Secretary of the Company)
Dated: 24th October 1994



Company Number: 2982126

THE COMPANIES ACT 1985 & 1989

PRIVATE

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
INHOCO 367 LIMITED



At an Extraordinary General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester on the 24th day of OCTOBER 1994 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to:-

AUTO TRADER HOLLAND LIMITED

Authorised signatory of Pall Mall Nominees Limited
(Pall Mall Nominees Limited is the Secretary of Inhoco 367 Limited)

