SUZUKI FINANCIAL SERVICES LIMITED

Incorporated in England and Wales No.3015566

Ordinary and Special Resolutions passed on 31st March 1995

At an Extraordinary General Meeting of Suzuki Financial Services Limited held on 31st March 1995 the following resolutions were duly passed in the case of numbers 3, 4 and 5 as Ordinary Resolutions and in the case of numbers 1, 2 and 6 as Special Resolutions:-

(1) THAT the regulations contained in the typewritten document marked "Document A" to be produced to the meeting and for the purposes of identification to be signed by the Chairman thereof be and are hereby approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

(2) THAT the regulations contained in the typewritten document marked "Document B" to be produced to the meeting and for the purposes of identification to be signed by the Chairman thereof be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

(3) THAT the authorised share capital of the Company be and is hereby increased from £100 to £10,000 by the creation of an additional 9,900 Ordinary Shares of £1.00 each, all such shares having the rights and restrictions set out in the Articles of Association of the Company.

(4) THAT the authorised Share Capital of the Company be reclassified into 5,100 "A" Ordinary Share of £1.00 each (inclusive of the one Ordinary Share held by Chartered Trust Plc) and 4,900 "B" Ordinary Shares of £1.00 each (inclusive of the one Ordinary Share held by Suzuki GB Plc) such shares having the rights and restrictions set out in the Articles of Association of the Company.

(5) THAT the Directors be and are hereby authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £9,998 to the persons and in the proportions set out below:-

Name	Class of Share	No. of Shares
Chartered Trust Plc	"A" Ordinary	5,099

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Suzuki GB Plc	"B" Ordinary	4,899
	Total	9,998

(6) THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment.

.....,
Chairman of the Meeting

DATED 1995

Registered Office:-

24-26 Newport Road
Cardiff
CF2 1SR

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
SUZUKI FINANCIAL SERVICES LIMITED

PRELIMINARY

1.(A) In these Articles "Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

1.(B) The Regulations contained in Table A shall apply to the Company save insofar as they are excluded contradicted or modified hereby.

PRIVATE COMPANY

2. The Company is a private company and accordingly any invitation to the public to subscribe for any share or debentures of the Company is prohibited.

SHARE CAPITAL

3. The Share Capital of the Company at the date of adoption of these Articles is £10,000 divided into 10,000 shares of £1, of which 5,100 will be classified as "A" Ordinary Shares ("A Shares") and 4,900 will be classified as "B" Ordinary Shares ("B Shares"). Except as provided in Regulation 9 of these Articles, all such shares shall rank pari passu.

SHARES

4. In accordance with Section 91 of the Act Sections 89(1) to 90(6) of the Act shall be excluded from applying to the Company.

5. The Directors may be authorised to allot, grant options over or otherwise deal with or dispose of the shares in the capital of the Company by the Company in General Meeting.

6. Regulation 3 in Table A shall not apply to the Company and the Company may:

(a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;

(b) purchase its own shares (including any redeemable shares);

(c) make a payment in respect of the redemption or purchase, under Sections 159, 160 and 161 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.

GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 372 of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company. For the purpose of determining whether a member or a proxy for a member or a duly authorised representative of a corporation is present at a general meeting of the Company and is capable of voting at such meeting a member in contact with the meeting by telephone communication or audio visual communications media shall be deemed to be present thereat.

8. Regulation 41 in Table A shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

DIRECTORS AND CHAIRMAN

9. (a) The Directors of the Company shall be appointed by the holders of the A Shares and the B Shares. The maximum number of Directors shall be eight and the minimum number of Directors shall be one. The holders of the A Shares will be entitled to appoint and to replace in their discretion four Directors of the Company. The holders of the B Shares will be entitled to appoint and replace in their discretion four Directors of the Company. No such appointment will take effect unless the resolution for the appointment shall have been carried by all holders of A shares and B Shares. If any Director is unable or unwilling to act, or is not present at any meeting, the holders of the relevant class of shares will be entitled to appoint a replacement. A sole Director shall not have the authority to exercise the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally

(b) The First Directors of the Company shall be the person or persons named as the first Directors of the Company in the statement delivered under Sections 10 and 13 of the Act.

(c) The holders of the A Shares will be entitled to elect, and to replace in their discretion, any of the four Directors of the Company appointed by them, to act as Chairman of the Board of Directors or of any committee of Directors. The Director so elected shall preside at every meeting of Directors at which he is present. If the Director holding such office is unable or unwilling to act as Chairman, or if that Director is not present at any meeting, the holders of the A Shares will be entitled to appoint a replacement. If any question arises at a meeting of Directors or of a committee of Directors and there is an equality of votes on the resolution on such question, the question shall be referred to the Chairman whose casting vote upon such resolution shall be final and conclusive and the resolution shall be carried in accordance with such vote.

Regulation 91 in Table A shall not apply to the Company.

(d) A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company.

(e) Regulation 64 in Table A shall not apply to the Company.

(f) The quorum for the transaction of the business of the Directors shall be two, of whom one shall be a Director appointed by the holders of the A Shares (an "A Director") and one a Director appointed by the holders of the B Shares (a "B Director"). A meeting of the Directors or of a committee of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in the Articles shall be construed accordingly.

(g) Any committee of directors shall include at least one A Director and one B Director and the quorum for the transaction of the business of any such committee shall be two of whom one shall be an A Director and one a B Director.

(h) In the event that any duly convened meeting of the Directors or any committee of the Directors is not quorate, or if during the meeting such a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day and at such other time and place as an A Director and a B Director may agree in writing) and at such adjourned meeting the quorum shall be any two Directors.

ALTERNATE DIRECTORS

10. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which, if he were a Director, would cause him to vacate such office, or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

12. Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he shall so vote his vote shall be counted and shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

13. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

14. The Directors may exercise the powers of the Company conferred by sub-clause 3(w) of the Memorandum and shall be entitled to retain any benefits received by them, or any of them, by reason of the exercise of any such powers.

15. A resolution in writing pursuant to Regulation 93 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Regulation referred to and the said Regulation 93, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

DISQUALIFICATION OF DIRECTORS

16. Regulation 81 in Table A shall not apply to the Company. Without prejudice to the right of replacement of Directors by shareholders under Regulation 9, the office of a Director shall be vacated:

(a) if he resigns his office by notice in writing to the Company;

(b) if he becomes bankrupt or enters into any arrangement with his creditors;

(c) if he is prohibited from being a Director by an order made under Sections 295 to 299 of the Act;

(d) if he becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs or if he shall die;

(e) if he is removed from office by resolution duly passed under Sections 303 and 304 of the Act.

ROTATION OF DIRECTORS

17. The Directors shall not be required to retire by rotation and Table A shall be modified accordingly.

SECRETARY

18. The Secretary of the Company shall be appointed by the holders of the A Shares. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Sections 10 and 13 of the Act.

INDEMNITY

19. Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution and discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

TRANSFER OF SHARES

20. The shares in the Company shall not be transferable.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

SUZUKI FINANCIAL SERVICES LIMITED

1. The name of the Company is **SUZUKI FINANCIAL SERVICES LIMITED**

2. The registered office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:-

   (A) To carry on in the United Kingdom, the Channel Islands, Eire and the Isle of Man the business of a finance house including, without limitation, the provision of banking and loan facilities and the supply of assets on hire-purchase, conditional sale, lease, hire credit sale and consignment.

   (B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.

   (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

   (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

   (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable

of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including, but without prejudice to the generality of the foregoing, the holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 ("the Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(J) 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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(L) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.

(M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(N) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(O) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of that company, or for any other purpose which may seem directly or indirectly calculated to advance the interest of the Company.

(P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

(Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependents or connections.

(R) To distribute any property of the Company in specie among the Members.

(S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000 divided into 5,100 "A" shares of £1 each and 4,900 "B" shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

We, the several persons whose Names and Addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of shares taken by each subscriber
SEVERNSIDE SECRETARIAL LIMITED 193/195 City Road London EC1V 1JN	ONE
SEVERNSIDE NOMINEES LIMITED 193/195 City Road London EC1V 1JN	ONE

DATED the 24th day of January 1995

WITNESS to the above Signatures:-

Philip Wilson
110 Whitchurch Road
Cardiff
CF4 3LY