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FIRST MOTORWAY SERVICES LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named company will be held at *Evermeds 85 Queen Victoria Street* on *24th April* 1996 at *2* *am*/p.m. for the purpose of considering and, if thought fit, passing the following resolutions. *2044V 4JL*

**To be proposed as
SPECIAL RESOLUTIONS
INCREASE IN AUTHORISED SHARE CAPITAL**

- 1 That the authorised share capital of the Company be hereby increased from £100,000.00 to £160,843.75 by the creation of:-
- (a) 300,000 "A1" Ordinary Shares of 1p each;
 - (b) 142,500 "A2" Ordinary Shares of 1p each;
 - (c) 3,825,000 "A1" Preference Shares of 1p each;
 - (d) 1,816,875 "A2" Preference Shares of 1p each;

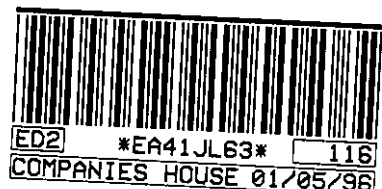
all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by the resolution set out below

ADOPTION OF NEW ARTICLES OF ASSOCIATION

- 2 That the articles of association contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

**APPROVAL OF SHARE ALLOTMENT AND SHARE SUBSCRIPTION
AND EXCLUSION OF PRE-EMPTION RIGHTS**


- 3 (a) That the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £60,843.75 at any time during the period of five years from the date hereof;
- (b) That the subscription by 3i Group plc ("3i") for 157,000 "A1" Ordinary Shares of 1p each, 142,500 "A2" Ordinary Shares of 1p each together representing 75% of the issued equity share capital of the Company after such subscription and for



2,008,125 "A1" Preference Shares of 1p each and 1,816,875 "A2" Preference Shares of 1p each all on the terms set out in an agreement to be entered into between the Company and 3i (a draft of which has been produced to the meeting) be and is hereby approved.

- (c) That the pre-emption provisions relating to the issue of shares contained in the articles of association of the Company shall not apply to the issue of the "A" Ordinary Shares and Preference Shares referred to above.

BY ORDER OF THE BOARD


.....
SECRETARY

Dated: 24 April 1996

REGISTERED OFFICE:

Junction 23
M4
Newport
NP6 3YL

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

FIRST MOTORWAY SERVICES LIMITED

AMENDED ON ^{22nd} / APRIL 1996

1. The name of the Company is FIRST MOTORWAY SERVICES LIMITED.
2. The registered office of the Company will be situate in England and Wales.
3. The Company intends to commence trading as from the date of this memorandum of association.
4. The objects for which the Company is established are:-
 - (A)(i) To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds including the safe keeping, cleaning, repairing, refuelling and general care of such vehicles; to buy and sell petrol, oil and petroleum products, new and used motor vehicles, parts of such vehicles, accessories, supplies, radios, motorcycles, motor boats, and all kinds of machinery and electrical goods; to operate motor transport of all kinds, including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors and vehicles used in the repair of such vehicles; to finance the purchase, hire-purchase or sale of any such vehicles or their accessories.
 - (A)(ii) To carry on the business of hotel, restaurant, cafe, roadhouse, motel, holiday camp and apartment-house keepers; to fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise; to buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce or manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishing and other articles required in the same business; to appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purpose aforesaid for any purpose for which it may be conveniently used or let.

- (A)(iii) To carry on the business of proprietors and operators of amusement parks, and as promoters, organisers and managers of all kinds of entertainments, sports, recreations and indoor and outdoor amusements, including funfairs, circuses, amusement arcades, exhibitions, sideshows and games, competitions, tournaments, concerts, cinema and television performances, stage and variety shows, dancing, skating, aquatic and equestrian events, and pyrotechnic, aerial and other displays; for the purpose of any such business to purchase, lease, hire, construct, provide, operate, equip and maintain land, buildings, theatres, cinemas, studios, concert halls, stadiums, tracks, arenas, golf and putting courses, bowling greens, tennis, squash and badminton courts, skating rinks, swimming baths, boating and paddling pools, marinas, piers, arcades, landing stages, jetties, coach and car parks, fairground apparatus, marquees, tents, vehicles, boats, chairs, machines, and all other structures, apparatus, equipment and articles which may appear necessary or convenient for the carrying on of any such business; in connection with any such business to enter into agreements with, grant leases and licences to, and engage and employ showmen, artistes, entertainers, performers, sportsmen and other persons.
- (A)(iv) To carry on, either directly or by providing facilities for others, the businesses of manufacturers and vendors, whether wholesale or retail, of all kinds of confectionery, ice-cream, tobacco and cigarettes, toys, toilet preparations and requisites, scent and perfumery goods, fancy goods, photographic materials, fancy jewellery, stationery, newspapers, periodicals and other publications, textiles and other soft goods, and any articles for sale in automatic vending machines, or for use in any game-playing or amusement machines.
- (B) To carry on any other business or trade which in the opinion of the Board of Directors may be conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take options over, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Board of Directors may think necessary or convenient for the purposes of the business of the Company, and to improve, manage, construct, repair, develop, exchange, let on lease or otherwise deal with all or any part of the property and rights of the Company.

- (D) To build, construct, maintain, develop, alter, enlarge, improve, pull down, remove or replace any buildings, works, roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise or secure the repayment of moneys raised or borrowed for the purposes of or in connection with the business of the Company in any manner and in particular to issue and deposit any mortgage, charge, standard security, 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 (if any) and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or 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 assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security or guarantee for the performance by the Company or any other person firm or company having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly of any contract or liability undertaken thereby or which may become binding thereon as the case may be.
- (G) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner, and generally to act as bankers for customers and others.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to give guarantees or become security for the obligations and contracts of any person, firm or company including the obligations and contracts of customers.
- (I) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith or which are capable of being conducted so as directly or indirectly to benefit the Company.

- (K) To apply for and take out, 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 or information, 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 whether exclusive or non-exclusive, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, scrip, warrants, debentures and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other 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.
- (N) To enter 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.
- (O) To enter into any partnerships or joint-purchase arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which this Company is authorised to carry on or any business or transaction capable of being conducted 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 any such company, firm or person 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.
- (P) 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 in respect of any business or operations of or generally in relation to any such company or companies.

- (Q) To subscribe for, take, purchase or otherwise acquire and hold shares stocks, debentures, debenture stocks, bonds or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co- ordinate, finance and manage the business and operations of any company in which the Company holds any such interest.
- (R) To establish finance or promote or concur in establishing financing or promoting any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may directly or indirectly appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon and to hold or dispose of such shares or securities or guarantee the payment of the dividends, interest or capital of any such shares or securities issued by or any other obligations of any such company.
- (S) To sell, exchange, lease, licence, turn to account or otherwise dispose of the whole or any part of the business property or undertaking of the Company, either together or in portions and to accept payment therefor either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation formed or to be formed for purchasing the same (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 such 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, stock or securities so acquired.
- (T) To the extent permitted by law to give financial assistance for the purpose of the acquisition of shares of the Company or of any company of which the Company is a subsidiary and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise.
- (U) 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.

- (V) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or of any company formed or promoted by 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.
- (W) To support or subscribe to any charitable, benevolent or useful object of a public character and to establish, support and subscribe to any association, institution, society, fund or club which may be for the benefit of the Company or its Directors, ex-Directors, employees, or ex-employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, bonuses and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance for the benefit of such persons as aforesaid; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing, share purchase and share option schemes for the benefit of any of the employees or Directors of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital profits, 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.
- (Y) To procure the Company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, trustees, contractors, sub-contractors or otherwise, and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others.
- (Z) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretations shall be given thereto, and they shall not, 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 from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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. The liability of the members is limited.
5. The share capital of the Company is £100,000.00 divided into 100,000 shares of £1 each.

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, addresses and descriptions
Subscribers

Number of Shares agreed
to be taken by each
Subscriber

John George
Fitzalan House
Fitzalan Road
Cardiff
CF2 1XZ

One

Solicitor

Neil Hewlett
Fitzalan House
Fitzalan Road
Cardiff
CF2 1XZ

One

Solicitor

Dated the 20th day of October 1995

Witness to the above signatures:-

Andrea Northey
Fitzalan House
Fitzalan Road
Cardiff
CF2 1XZ

Secretary