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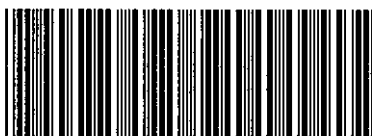
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3237669

The Registrar of Companies for England and Wales hereby certifies that
UNIQUE CAR SOUND AND SECURITY 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 14th August 1996



N03237669N


A. F. FLETCHER

For the Registrar of Companies



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

HC007B

**OYEZ**

Please complete in
typescript, or in
bold black capitals.

12

Declaration on Application for Registration

Company Name in full

UNIQUE CAR SOUND AND SECURITY LIMITED

***F0120C10***

I,

JOHN DAVID GRIFFITHS

of

2 THE SQUARE, BAGSHOT, SURREY

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 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

†Please delete as appropriate.

Declarant's signature

John David Griffiths

Declared at

51 Guildford Road, Bagshot Surrey

the

Seventh

day of

August 1996

One thousand nine hundred and ninety

Six

*Please print name.

before me*

Rather

PETER MATHER SOLICITOR
METCALFE MATHER PEPPER & CO
51, GUILDFORD ROAD,
BAGSHOT SURREY GU 2 5NG
TEL: BAGSHOT (0276) 451451 AND 479973

Signed

P. Mather

Date

7/8/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number, and if available, a DX number and Exchange of the person Companies House should contact if there is any query.

FIELDING GRIFFITHS

2 THE SQUARE, BAGSHOT, SURREY

Tel 01276 475666

DX number 36052 DX exchange BAGSHOT



A34 *AQ4CCNXC* 381
COMPANIES HOUSE 08/08/96

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ
for companies registered in England and Wales **DX 33050 Cardiff**
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



OYEZ

Please complete in
typescript, or in
bold black capitals.

Notes on completion appear on final page.



F0100C10

**Company
Name in full**

UNIQUE CAR SOUND AND SECURITY LIMITED

Proposed Registered Office
(PO Box numbers only, are not acceptable)

2 THE SQUARE

Post town

BAGSHOT

County/Region

SURREY

Postcode

GU19 5AX

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

x

Agent's Name

FIELDING GRIFFITHS

Address

2 THE SQUARE

Post town

BAGSHOT

County/Region

SURREY

Postcode

GU19 5AX

Number of continuation sheets attached.

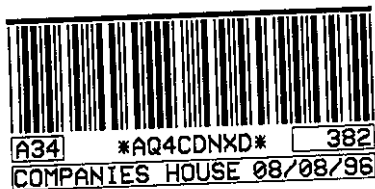
Please give the name, address, telephone
number, and if available, a DX number and
Exchange of the person Companies House
should contact if there is any query.

Fielding Griffiths

2 The Square, Bagshot, Surrey

Tel 01276 475666

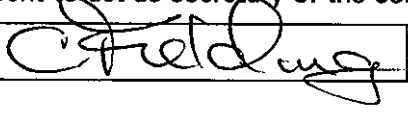
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**
IP.T.O.

Company Secretary (see notes 1-5)

Company Name		UNIQUE CAR SOUND AND SECURITY LIMITED			
*Voluntary details.	NAME	*Style/Title	MR	*Honours etc.	
	Forename(s)	CHARLES HENRY			
	Surname	FIELDING			
	Previous forename(s)				
	Previous surname(s)				
	Address	33 JUBILEE LANE			
	Usual residential address	WRECCLESHAM			
	Post town	FARNHAM			
	County/Region	SURREY	Postcode	GU10 4TA	
	Country	ENGLAND			
I consent to act as secretary of the company named on page 1					
	Consent signature		Date	7-8-96	

Directors (see notes 1-5)
Please list directors in alphabetical order.

NAME	*Style/Title	MR	*Honours etc.			
	Forename(s)	JOHN DAVID				
	Surname	GRIFFITHS				
	Previous forename(s)					
	Previous surname(s)					
	Address	WESTON COTTAGE				
	Usual residential address	WESTON ROAD				
	Post town	UPTON GREY				
	County/Region	HAMPSHIRE	Postcode	RG25 2RJ		
	Country	ENGLAND				
	Date of birth	Day	Month	Year	Nationality	BRITISH
		10	01	51		
	Business occupation	SOLICITOR				
	Other directorships	STANDISH DEVELOPMENTS TD., COMPUTER RESALE BROKERS LTD., COMPUTER TERMINAL & HARDWARE BROKERS LTD., MVISION LTD.				
I consent to act as director of the company named on page 1						
	Consent signature		Date	7-8-96		

Directors (continued) (see notes 1-5)

NAME	*Style/Title	<input type="text"/>		*Honours etc.	<input type="text"/>
*Voluntary details.		Forename(s) <input type="text"/>			
		Surname <input type="text"/>			
		Previous forename(s) <input type="text"/>			
		Previous surname(s) <input type="text"/>			
Address		<input type="text"/>			
Usual residential address		<input type="text"/>			
For a corporation, give the registered or principal office address.		Post town <input type="text"/>			
		County/Region	<input type="text"/>	Postcode	<input type="text"/>
		Country	<input type="text"/>		
		Date of birth	<input type="text"/>	Nationality	<input type="text"/>
		Business occupation	<input type="text"/>		
		Other directorships	<input type="text"/>		
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
Consent signature		<input type="text"/>	Date	<input type="text"/>	

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed **Date**

Or the subscribers
(i.e. those who signed
as members on the
memorandum of
association).

Signed **Date**

Signed **Date**

Signed **Date**

Signed **Date**

Signed **Date**

Signed **Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

–A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Director's details:

Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

–Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

–dormant,

–a parent company which wholly owned the company making the return,

–a wholly owned subsidiary of the company making the return, or

–another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

1009

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

UNIQUE CAR SOUND AND SECURITY LIMITED



1. The name of the Company is Unique Car Sound and Security Limited
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

341831

(a) To carry on all or any of the businesses of buyers sellers importers installers distributors and agents for the sale of and dealers in communication radio telephonic alarm and other security systems for motor vehicles

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company

(c) To purchase or by any other means acquire and take options over any property whatever real and personal and any rights or privileges of any kind over or in respect of any property.

(d) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(e) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or 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.

(f) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company of its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities 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, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or noncontributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.

(g) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(h) 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.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation 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 £10,000 divided into 10,000 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 of Subscribers

Number of shares taken
by each Subscriber

John David Griffiths,
Weston Cottage,
Weston Road,
Upton Grey,
Hants.
RG25 2RJ

One



Solicitor

Linda Frances Stallan,
9 Wellesley Close,
Bagshot,
Surrey,
GU19 5HB


One



Secretary

Dated this 7th day of August 1996

Witness to the above Signatures:-


C. BUTTLINGS
2 THE SQUARE
BAGSHOT
SURREY GU19 5AX
RECEPTIONIST

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
UNIQUE CAR SOUND AND SECURITY LIMITED

1. The Regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (b) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

GENERAL MEETINGS AND RESOLUTIONS

3. (a) A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

(b) Accordingly Clause 53 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

4. (a) Clause 75 in Table A shall not apply to the Company.

(b) The Directors shall not be required to retire by rotation and accordingly Clauses 73, 74 and 76 in Table A shall not apply to the Company.

POWERS OF DIRECTORS

5. A Director 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 reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 85 in Table A shall be modified accordingly.

6. (a) The Directors may exercise the powers of the Company conferred by Clause 3(f) 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.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

INDEMNITY

7. (a) 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 of the duties of any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 127 of the Companies Act 1985 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 Companies Act 1985.

(b) Accordingly, Clause 118 in Table A shall not apply to the Company.

ADDITIONAL POWERS

8. Subject to the provisions of Chapter VII of the Companies Act 1985 the Company may:

(a) Pursuant to Sections 159, 160 and 161 of that Act, issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company;

(b) Pursuant to Section 12 of that Act purchase its own shares (including any redeemable shares);

(c) Pursuant to Sections 170, 171 and 172 of that Act make a payment out of capital in respect of the redemption or purchase.

(d) Accordingly Clause 3 in Table A shall not apply to the Company.

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

Names, Addresses and Descriptions of Subscribers

John David Griffiths,
Weston Cottage,
Weston Road,
Upton Grey,
Hants.
RG25 2RJ

JD Griffiths

Solicitor

Linda Frances Stallan
9 Wellesley Close,
Bagshot,
Surrey,
GU19 5HB

LF Stallan

Secretary

Dated this *7th* day of *August* 1996

Witness to the above Signatures:-

Buttling

*C. BUTTLING
2 THE SQUARE
BAGSHOT
SURREY
GU19 5AX
Receptionist*

No. of Company

The Companies Acts 1985

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION OF
UNIQUE CAR SOUND AND SECURITY LIMITED**

Fielding Griffiths
2 The Square
Bagshot
Surrey
GU19 5AX

Ref: MEMART.UNIQUE

