FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 3687918

The Registrar of Companies for England and Wales hereby certifies that

INTERACTIVE CAR SALES 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 23rd December 1998

N03687918T

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

COMPANIES HOUSE

HC007B

COMPANIES HOUSE

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full INTERACTIVE CAR SALES LIMITED

F012001J

I, WE BLOOMSBURY SECRETARIES LIMITED

of 103 KINGSWAY, HOLBORN, LONDON,WC2B 6AW

† Please delete as appropriate.

do solemnly and sincerely declare that ~~I am a [Solicitor engaged in the formation of the company]~~ we are the [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.

Declarant's signature For and on behalf of Bloomsbury Secretaries Ltd DIRECTOR

Declared at 103 KINGSWAY, HOLBORN, LONDON, WC2B 6AW

the 14 DEC 1998 day of

One thousand nine hundred and ninety EIGHT

❶ Please print name.

before me ❶ ROBIN WAYNE

Signed **Date** 14 DEC 1998

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.

ST JAMES'S MANAGEMENT LIMITED
KINGSWAY HOUSE, 103 KINGSWAY, HOLBORN,LONDON
WC2B 6AW Tel 0171 209 5100
DX number 37970 DX exchange KINGSWAY

Companies House receipt date barcode

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

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

Form revised March 1995

COMPANIES HOUSE

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

F010001H

INTERACTIVE CAR SALES LIMITED

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

KINGSWAY HOUSE, 103 KINGSWAY

Post town: HOLBORN

County / Region: LONDON Postcode: WC2B 6AW

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: ST JAMES'S MANAGEMENT LIMITED

Address: KINGSWAY HOUSE, 103 KINGSWAY

HOLBORN

Post town: LONDON

County / Region: Postcode: WC2B 6AW

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.

ST JAMES'S MANAGEMENT LIMITED
KINGSWAY HOUSE, 103 KINGSWAY, HOLBORN
LONDON, WC2B 6AW Tel 0171 209 5100
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for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name: INTERACTIVE CATZ SALES LIMITED

NAME *Style / Title: | *Honours etc:

* Voluntary details

Forename(s):

Surname: BLOOMSBURY SECRETARIES LIMITED

Previous forename(s):

Previous surname(s):

Address: KINGSWAY HOUSE, 103 KINGSWAY

Usual residential address
For a corporation, give the registered or principal office address.

HOLBORN

Post town: LONDON

County / Region: | Postcode: WC2B 6AW

Country:

I consent to act as secretary of the company named on page 1

Consent signature: DIRECTOR **Date**: 14 DEC 1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: | *Honours etc:

Forename(s):

Surname: BLOOMSBURY DIRECTORS LIMITED

Previous forename(s):

Previous surname(s):

Address: KINGSWAY HOUSE, 103 KINGSWAY

Usual residential address
For a corporation, give the registered or principal office address.

HOLBORN

Post town: LONDON

County / Region: | Postcode: WC2B 6AW

Country:

Day Month Year

Date of birth: | **Nationality**:

Business occupation:

Other directorships:

I consent to act as director of the company named on page 1

Consent signature: DIRECTOR **Date**: 14 DEC 1998

Directors (continued) (see notes 1-5)

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region | Postcode

Country

Day Month Year

Date of birth | **Nationality**

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature | **Date**

This section must be signed by

Either

an agent on behalf of all subscribers

Signed | **Date** 14 DEC 1998

***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. Directors 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.

3318.

13591

ACCEPT UNSTAMPED £20
NC/EN 19928
SIGNED A Munkley
DATE 18/12/98

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of INTERACTIVE CAR SALES LIMITED

3687918.

1. The name of the Company is: INTERACTIVE CAR SALES LIMITED
2. The Registered Office of the Company will be in England and Wales.
3. The objects of the Company are:

a. To carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Acts, 1985 and 1989 as amended, extended or applied by or under any other enactment or as re-enacted.

b. To carry on any other business, which, in the opinion of the company, may be capable of being conveniently carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property or further its objects or any of them.

c. To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors trustees or otherwise, and whether acting alone or in association with others, or by or through agents, sub-contractors, trustees or others.

d. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purpose of the company.

e. To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purpose of the company.

f. To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.

g. To invest and deal with the monies 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 promote any other company, and to underwrite the shares or debentures of that company.

i. To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.

j. To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.

k. To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.

l. To invest the funds of the company in shares and debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation or any person, company or firm.

m. To sell all or any part of the undertaking, goodwill and assets of the company for such a price and upon such terms as may be thought fit.

n. To establish any scheme, whether by the issue of shares or otherwise, where employees may share in the profits or take part in the management of the company.

o. To pay the expenses of or incidental to the promotion and incorporation of the company.

p. To do all such other things as are conducive or incidental to the attainment of the above objectives or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything 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 10,000 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.

Names and addresses of subscribers	Number of shares taken
BLOOMSBURY DIRECTORS LIMITED 103 KINGSWAY, HOLBORN LONDON WC2B 6AW	ONE
BLOOMSBURY SECRETARIES LIMITED 103 KINGSWAY, HOLBORN LONDON WC2B 6AW	ONE

dated the 14 DEC 1998

Witness to the above signatures

ROBIN WAYNE
103 KINGSWAY, HOLBORN
LONDON WC2B 6QX
SOLICITOR

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

PRELIMINARY

1.(a) The Regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereafter 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.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

SHARE CAPITAL

2. The directors of the Company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company, whether forming part of the original capital or not, for a period of five years from the date of incorporation of such persons on such terms and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.

3.(a) The Company shall, before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.

(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

DIRECTORS

4. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. 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 is modified accordingly.

5. The Directors shall not be required to retire by rotation and Regulations 73 to 80 in Table A shall not apply to the Company.

6. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFERS OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known addresses of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors, or failing agreement at a price to be fixed by the Auditors of the Company as fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions, then, but not before then, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

9. If the Company has a seal it shall only be used with the authority of the Directors of a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PROCEEDINGS AT MEETINGS

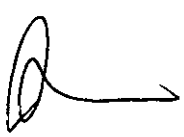
10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and regulation 50 of Table A shall not apply to the Company.

Names and addresses of subscribers

BLOOMSBURY DIRECTORS LIMITED
103 KINGSWAY, HOLBORN
LONDON WC2B 6AW



BLOOMSBURY SECRETARIES LIMITED
103 KINGSWAY, HOLBORN
LONDON WC2B 6AW



dated the 14 DEC 1998

Witness to the above signatures

ROBIN WAYNE
103 KINGSWAY, HOLBORN
LONDON WC2B 6QX
SOLICITOR

