

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

TIMESOUND LIMITED

Certified as a true copy

M. O'Leary

Director/Secretary

22/1/09

We, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at a meeting of the holders of the ordinary shares of €1.00 each in the Company (the "Ordinary Shares") and of the holders of the "A" redeemable shares of €1.00 each in the Company (the "Redeemable Shares") HEREBY RESOLVE that the following resolutions be adopted as Special Resolutions of the Company and agree that the said resolutions shall, pursuant to regulation 53 in Table A (which regulation is embodied in the articles of association of the Company) and Sections 381A to C inclusive of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at an extraordinary general meeting of the Company of the holders of the Ordinary Shares and of the Redeemable Shares duly convened and held:

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as an unlimited company.
2. THAT the existing Memorandum and Articles of Association of the Company be deleted in their entirety and that the Company adopt a new set of Memorandum and Articles of Association in the form produced to the meeting and signed by the persons signing this written resolution for the purposes of identification.

Dated this 13th day of August 2007

For: Tillotson Commercial Vehicles Limited

St Nicolas S.à.r.l.

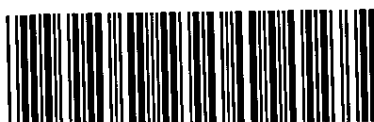
Graham Donfield

Director

Elio Laine

Manager Authorised Representative

FRIDAY



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23/01/2009

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COMPANIES HOUSE