



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 160969

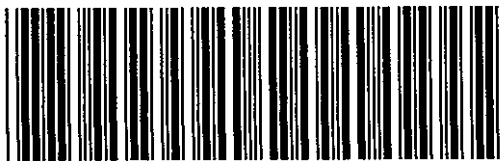
The Registrar of Companies for Scotland hereby certifies that

GRANDCREST LIMITED

having by special resolution changed its name, is now incorporated
under the name of

E. REID & SON (SCOTLAND) LTD.

Given at Companies House, Edinburgh, the 2nd November 1995



CSC1609691

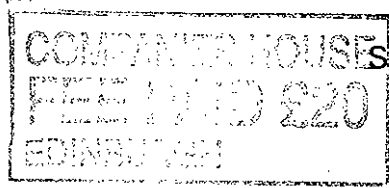
J. REID & SON

Registrar Of Companies



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

THE COMPANIES ACTS 1985 to 1989



SPECIAL RESOLUTION

OF

GRANDCREST LIMITED



At an Extraordinary General Meeting of the Members of the said Company convened and held at
5 LOGIE MILL, BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD, EDINBURGH, EH7 4HH

on the 11th day of OCTOBER 1995.

the following Special Resolution was duly passed:-

- 1/ That the Name of the Company be changed to;

E. REID & SON (SCOTLAND) LTD.

- 2/ That Clause 3(A) of the Memorandum of Association be deleted and the attached new clause 3(A) be substituted therefore;

To carry on in Scotland and elsewhere all or any of the businesses of a motor engineering company in all its branches; to undertake the repair, maintenance and service of commercial and private vehicles of all kinds and act as M.O.T. specialists, motor engineers, auto-electrical engineers, coachbuilders, body repair specialists, panel beaters, spray painters, mechanical, electrical, plant, machinery, tool and general engineers and contractors and to provide services of all kinds which may be required, directly or indirectly, in connection with the foregoing; to act as proprietors, operators and managers of garages, petrol filling stations and vehicle repair workshops and as buyers, sellers, factors, hirers, lessees, lessors, suppliers, distributors, agents for and dealers in new and used motor cars, vans, trucks, lorries, coaches, buses, caravans, trailers, motorcycles, mopeds, bicycles and mechanically propelled vehicles of every description and all components, spare parts, supplies and requisites required in connection therewith; general haulage and transport contractors, skip and plant hire contractors, insurance agents and brokers, general merchants and traders; to undertake, perform and carry out all kinds of commercial, trading and financial operations and to buy, sell and deal in articles and things of all kinds which may be required for the purposes of the said businesses, or any of them, or which may seem capable of being profitably dealt with in connection with any of such businesses or likely to be required by customers of or persons having dealings with the Company.

Presented by:

SCOTT'S COMPANY FORMATIONS
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH

DIRECTOR / ~~SECRETARY~~