



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

Company No. 189565

The Registrar of Companies for Scotland hereby certifies that

WHEELS OF WHITECRAIGS LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 18th September 1998



NSC189565P

DIANNE BROOKS

Registrar Of Companies



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

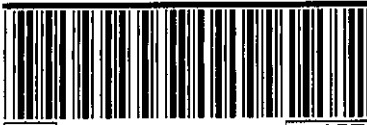


OYEZ

12

Declaration on application for registration

109500



SCT *S987D9LS* 195

COMPANIES HOUSE 14/09/98

COMPANIES HOUSE 10/09/98

full

Wheels of Whitecraigs Limited

I,

ANDREW DAVID BIRRELL

of

Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ET

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.

Declarant's signature

Declared at

Edinburgh

the

Ninth

day of

September

One thousand nine hundred and ninety

eight

• Please print name.

before me •

Iain Maury Campbell Meiklejohn

Signed

Date

9 September 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.

Shepherd & Wedderburn, WS (Ref:T:\IMCM\OYEZ\080902)

Saltire Court, 20 Castle Terrace, Edinburgh

EH1 2ET

Tel 0131 228 9900

DX number ED553049 DX exchange EDINBURGH-18

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**

OYEZ

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1995 Edition 3.95

THE COMPANIES ACTS 1985 AND 1989



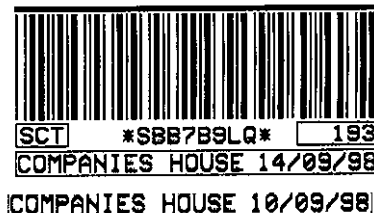
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

WHEELS OF WHITECRAIGS LIMITED

-
- I. The Company's name is "WHEELS OF WHITECRAIGS LIMITED".
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are:-
- (1) To carry on the United Kingdom or elsewhere the business or businesses of garage proprietors, filling station proprietors and/or operators, manufacturers, suppliers, distributors and dealers (both wholesale and retail) in new and used or second-hand vehicles, vehicle parts, spares and accessories of all kinds, vehicle repairers and motor and mechanical engineers and dealers in oil and petroleum products of all kinds.



- (2) To carry on for profit, directly or indirectly and whether by itself or through subsidiary, associated or allied companies or firms, in the United Kingdom or elsewhere any business, undertaking, project or enterprise of any description whether of a private or a public character and all or any trades, processes and activities connected with or ancillary or complementary to any of the businesses of the Company or which, in the opinion of the Company or the Directors, can be carried on to the benefit of the Company or which might, directly or indirectly, enhance the value of or render profitable any of the Company's property, rights or assets.
- (3) To carry on business as a general commercial company.
- (4) To appoint agents or brokers on commission or representatives of the Company to act in any of the businesses of the Company through or by means of branches, agencies, brokers, sub-contractors or others.
- (5) To apply for, 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, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (6) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property in the United Kingdom or abroad, either for the Company exclusively or jointly with any companies, associations, partnerships or persons, which may be deemed necessary or expedient for the purposes of the Company; to erect offices, mills, factories, warehouses, works, dwellinghouses and other buildings; to maintain, alter, enlarge and improve the same; and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings.
- (7) To acquire and undertake the whole or any part of the business, goodwill and assets 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, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire and invest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with, any Shares, Debentures, Debenture Stock or Securities so received.
- (8) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.

- (9) To invest and deal with the moneys of the Company not immediately required in such Shares or upon such securities and in such manner as may from time to time be determined.
- (10) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or security for any such persons, firms or companies.
- (11) To secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person in any way.
- (12) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, standard security or lien 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 or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To apply for, promote and obtain any Act of Parliament, Provisional 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (15) To enter into any arrangements with any Governments or authorities (supreme municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (16) To subscribe for, take, purchase or otherwise acquire and hold Shares 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, and to purchase or otherwise acquire Shares in the Share Capital of the Company subject to the provisions of the Companies Act 1985.
- (17) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (18) 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 securities of the

Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (19) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of 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, Debentures, Debenture Stock or securities of the Company.
- (20) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or Auditors of the Company or of any other company which is the holding company of the Company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest, whether direct or indirect, or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this Sub-Clause "holding company" and "subsidiary

undertaking" shall have the same meanings as in Sections 736 and 258 respectively of the Companies Act 1985.

- (21) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, husbands, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, husbands, children or other relatives or dependants.
- (22) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (23) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures or securities of any company purchasing the same.

- (24) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, Debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (25) To procure the Company to be registered or recognised in any part of the world.
- (26) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

IV. The liability of the Members is limited.

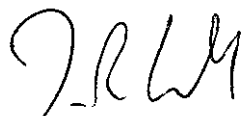
V. The Company's Share Capital is £10,000 divided into 10,000 Ordinary Shares of £1 each.

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 by each
Subscriber



James Robert Will
Saltire Court
20 Castle Terrace
Edinburgh

One



Iain Maury Campbell Meiklejohn
Saltire Court
20 Castle Terrace
Edinburgh

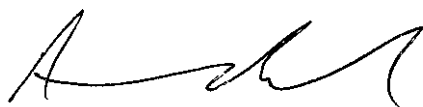
One

Total Shares taken

Two

DATED: 9 September 1998

WITNESS the above Signatures:-



Andrew David Birrell
Saltire Court
20 Castle Terrace
Edinburgh
Writer to the Signet

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
WHEELS OF WHITECRAIGS LIMITED

PRELIMINARY

- 1.1 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 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply to the Company.
- 1.2 Regulations 23, 24, 40, 41, 46, 64, 73, 74, 75, 76 and 77 of Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any Shares or Debentures of the Company.

SHARE CAPITAL

- 3.1 The Share Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.
- 3.2 All unissued Shares forming part of the Share Capital of the Company on the incorporation of the Company shall be at the disposal of the Directors, and the Directors are authorised by this Article to allot, grant options over or otherwise deal with or dispose of the same to such persons and at such times and on such terms and conditions as they think proper, but the authority given to the Directors in this Article shall terminate on the date five years from the date of the incorporation of the Company and thereafter no Shares shall be allotted or issued by the Directors (other than in pursuance of an offer or agreement made by the Company before the expiry of the foresaid authority) unless the Directors are, in accordance with Section 80 of the Companies Act 1985, authorised to do so by the Company in General Meeting.
- 3.3 In accordance with Section 91 of the Companies Act 1985, Sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall be excluded from applying to the Company.

TRANSFER OF SHARES

- 4.1 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.
- 4.2 The instrument of transfer of a Share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the

transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any General Meeting of the Company unless a quorum is present. Subject to Regulation 8.2 below, two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum.
- 5.2 If, and for so long as, the Company has only one Member, that Member present in person or by proxy (or, in the case of a Member being a corporation, by a duly authorised representative of that Member) shall be a quorum.
- 5.3 If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.
- 5.4 If, and for so long as, the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, then, subject to compliance with Sections 293, 303, 388 and 391A of the Companies Act 1985 (if applicable), that decision shall be as valid and effective as if agreed by the Company in General Meeting.

- 5.5 Any decision taken by a sole Member pursuant to Regulation 8.4 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book.
- 5.6 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the Chairman or by any Member present or by the proxy of any Member (or, in the case of a Member being a corporation, by a duly authorised representative of that Member).

DIRECTORS

- 6.1 Unless and until otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two.
- 6.2 A Director shall not be required to hold any Share in the Share Capital of the Company by way of qualification.
- 6.3 No person shall be appointed or re-appointed a Director at any General Meeting of the Company unless:-
- (a) he is recommended by the Directors; or
 - (b) not less than three nor more than 21 days before the date appointed for the General Meeting there shall have been left at the Registered Office of the Company a notice in writing signed by a Member duly qualified to attend and vote at the General Meeting of his intention to propose such person for

appointment or re-appointment, and also notice in writing signed by that person of his willingness to be appointed or re-appointed.

Forthwith after any such notice as is referred to in this Regulation is left at the Registered Office of the Company, the Directors shall send a copy of such notice to each Member of the Company.

- 6.4 A meeting of the Directors, or of a Committee of the Directors, may consist of a conference between Directors who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. Alternatively, such a meeting can take place by a series of telephone calls from the Chairman of the meeting. A Director taking part in such a conference or telephone call shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group or if the meeting takes place by a series of telephone calls from the Chairman, where the Chairman of the meeting then is. The word "meeting" when referring to a meeting of the Directors, or of a Committee of the Directors, in these Regulations shall be construed accordingly.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limits to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Section 80 of the

Companies Act 1985, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS NOT TO RETIRE BY ROTATION

8. The Directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in Regulation 78 of Table A, the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in Regulation 79 of Table A and the last sentence of Regulation 84 of Table A shall not apply to the Company.

DIVIDENDS

9. The words ("excluding premium") shall be inserted after the words "amounts" both times that word appears in Regulation 104 of Table A.

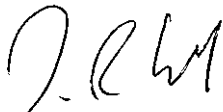
SHARE CERTIFICATES

10. Every Certificate for any Share or Shares in the Share Capital of the Company shall be signed by two Directors of the Company or by a Director of the Company and the Secretary of the Company, and Regulation 6 of Table A shall be deemed to be amended accordingly.


NO SEAL

11. The Company shall not have a seal.

Names and Addresses of Subscribers.



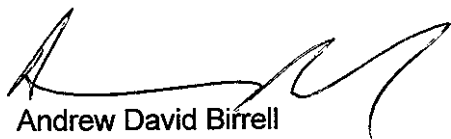
James Robert Will
Saltire Court
20 Castle Terrace
Edinburgh



Iain Maury Campbell Meiklejohn
Saltire Court
20 Castle Terrace
Edinburgh

DATED: 9 September 1998

WITNESS to the above Signatures.



Andrew David Birrell
Saltire Court
20 Castle Terrace
Edinburgh
Writer to the Signet

**OYEZ**

Please complete in typescript, or in bold black capitals.
Notes on completion appear on final page.



SCT *SBB7C9LR* 194
COMPANIES HOUSE 14/09/98

COMPANIES HOUSE 10/09/98

Proposed Registered Office

(PO Box numbers only, are not acceptable)

First directors and secretary and intended situation of registered office

105500

ull

Wheels of Whitecraigs Limited

Level 2, Saltire Court

20 Castle Terrace

Post town

Edinburgh

County / Region

Lothian

Postcode

EH1 2ET

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.

Agent's Name

Shepherd & Wedderburn WS

Address

Saltire Court

20 Castle Terrace

Post town

Edinburgh

County / Region

Lothian

Postcode

EH1 2ET

Number of continuation sheets attached

1

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.

Shepherd & Wedderburn, WS (T:\IMCM\OYEZ\080901)

Saltire Court, 20 Castle Terrace, Edinburgh

EH1 2ET

Tel 0131 228 9900

DX number ED553049

DX exchange EDINBURGH-18

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**

Company Secretary (see notes 1-5)

Company name

Wheels of Whitecraigs Limited

NAME *Style / Title

Mr

*Honours

*Voluntary details

Forename(s)

Iain Maury Campbell

Surname

Meiklejohn

Previous forename(s)

Previous surname(s)

Address

14 Dalrymple Crescent

Usual residential address

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

Post town

Edinburgh

County / Region

Lothian

Postcode

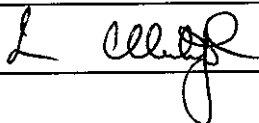
EH9 2NX

Country

Scotland

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

Consent signature



Date

9 September 1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours

Forename(s)

James Robert

Surname

Will

Previous forename(s)

Previous surname(s)

Address

Myreside, by Gifford

Usual residential address

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

Post town

County / Region

East Lothian

Postcode

EH41 4JA

Country

Scotland

Day Month Year

Date of birth

30

04

55

Nationality

British

Business occupation

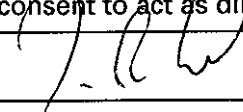
Writer to the Signet

Other directorships

See attached list

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

Consent signature



Date

9 September 1998

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="Mr"/>	*Honours	<input type="text"/>						
*Voluntary details	Forename(s)	<input type="text" value="Iain Maury Campbell"/>								
	Surname	<input type="text" value="Meiklejohn"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text" value="14, Dalrymple Crescent"/>								
Usual residential address For a corporation, give the registered or principal office address.	Post town	<input type="text" value="Edinburgh"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text" value="EH9 2NX"/>						
	Country	<input type="text" value="Scotland"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text" value="03"/></td><td><input type="text" value="11"/></td><td><input type="text" value="54"/></td></tr></table>	Day	Month	Year	<input type="text" value="03"/>	<input type="text" value="11"/>	<input type="text" value="54"/>	Nationality	<input type="text" value="British"/>
Day	Month	Year								
<input type="text" value="03"/>	<input type="text" value="11"/>	<input type="text" value="54"/>								
	Business occupation	<input type="text" value="Writer to the Signet"/>								
	Other directorships	<input type="text" value="See attached list"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text" value="L Meiklejohn"/>	Date	<input type="text" value="9 September 1998"/>						

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**

Form 10

Other Directorships of Iain Maury Campbell Meiklejohn

1. Current Directorships

Charlotte Secretaries Limited
Shepherd & Wedderburn Limited
Shepherd & Co. Limited
Shepherd & Wedderburn (Nominees) Limited
Shepherd & Wedderburn (Trustees) Limited
Scottish Trust for Underwater Archaeology
Stagecoach ESOP Trustee Limited
Stagecoach APS Trustee Limited

2. Other Directorships held in the last five Years

None

Other Directorships of James Robert Will

1. Current Directorships

Charlotte Secretaries Limited
Shepherd & Wedderburn Limited
Shepherd & Co. Limited
Shepherd & Wedderburn (Nominees) Limited
Shepherd & Wedderburn (Trustees) Limited

2. Other Directorships held in the last five years

Musketeers Rifle & Pistol Club Limited (resigned 24/05/96)

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