

PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.

THE COMPANIES ACT 1948.



Company
Registration
Fee Stamp
must be
inserted
here.

DECLARATION of Compliance with the requirements of the

Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

R. P. MOTORS (REDHILL)
LIMITED.

REGISTERED

18 JUN 1954

by
VIVIAN ROBERTSON & CO.

CENTRAL ROAD,

WORCESTER PARK, GURREY.

22 Chancery Lane,
Halover Street,
36 John Dalton Street,

The Solicitors' Law Stationery Society, Limited
1, Esplanade, E.C.4; 49 Bedford Row, W.G.1; 6 Victoria Street, S.W.1;
55 Northall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
27, 29 & 31, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTED AND PUBLISHED BY THE COMPANIES' BOOKS AND FORMS

Companies 6c

[P.E.O.]

INDISTINCT ORIGINAL

II. REGINALD PRATT

"Southfields" Reigate Road Dorking in the County

Surrey Motor Engineer

solemnly and sincerely declare that I am (a) a person named
in the Articles of Association as a Director

"the formation"
of
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

of R. P. MOTORS (REDHILL)

(9)

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Note—This margin is reserved for binding and must not be written across.

Declared at 515a London Road
North Cheam in the County
of Surrey
the 9th day of June
one thousand nine hundred and fifty-
four

Handwritten signature

Before me,

Handwritten signature: R. W. Hounsome

A Commissioner for Oaths [For Notary Public or
Justice of the Peace]

INDISTINCT ORIGINAL

NO DOC

2

534618/3



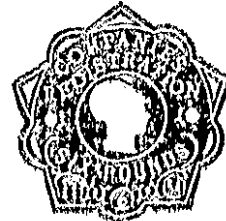
The Companies Act 1918.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

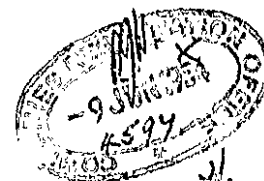
R. P. MOTORS (REDHILL)
LIMITED



REGISTERED

18 JUN 1954

1. The name of the Company is "**R. P. MOTORS (REDHILL) LIMITED.**"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To acquire and take over as a going concern the business known as Central Garage, High Street, Redhill, in the County of Surrey, and all or any of the assets thereof.
 - (B) To carry on business as motor engineers and garage proprietors, agents for, distributors of, and dealers in motor cars, motor lorries, tractors, cycles, carriages and vehicles of all descriptions whether for road or other traffic, or agriculture, or any other purpose, and whether constructed to progress by means of automatic power, steam, gas, electricity, hot air, alcohol, petrol, paraffin or any other agency whatsoever, and all component parts thereof and sundries and appliances, parts and accessories thereto, or any goods, articles, apparatus or things used or capable of being used in connection therewith, store and shopkeepers, suppliers and producers of petrol, electricity, and any other motive power.
 - (C) To carry on the trade or business of engineers, founders, smiths and manufacturers.
 - (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (E) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest



any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (f) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (h) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (i) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (j) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (k) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (l) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to

providing persons and to funds or in the directly employed or other calculate or its offi

(m) To draw, and exco other ne

(n) To invest not imm business and in determin

(o) To pay Company shares, guarant ment of which in one on such

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(r) To es prom inclu any

providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (R) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company

or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (s) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise; grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (v) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (v) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as are incidental or conducive to the above objects or any of them.

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the several persons whose names are subscribed to the Memorandum of Association, do hereby certify that the number of shares subscribed by each of us is as stated in our respective names.

NAMES, ADDRESSES

Reginald L. S. Smith

John L. Smith

Thomas

97 10

Dated this

Witness to.

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
<i>Reginald Lunt</i> <i>Smithfields</i> <i>Regate Road Dorking Surrey</i> <i>Noted Entitled</i>	<i>One.</i>
<i>Thomas Rod</i> <i>97 Walsingham Gardens</i> <i>Excell</i> <i>Surrey</i> <i>Cashers</i>	<i>One</i>

Dated this *9th* day of *June* 1954.

Witness to the above Signatures—

Frederick Adams
London
Worcester Park
Surrey

534618 / 4



The Companies Act 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

13 JUN 1954

Articles of Association

OF

R. P. MOTORS (REDHILL)

LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be

deemed to be done on the receipt of is made that he may, subject to as they think may, in like manner as aforesaid, with the number by reason of any in the opinion of hereinafter provided

5. Subject Preference Shares be issued upon Company are to

6. In reg being a fully paid shares) shall be

7. The omitted.

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8. The v shall be inserted Table A, Part

9. Unless in General Meeting than two not Director of the Southfields, R

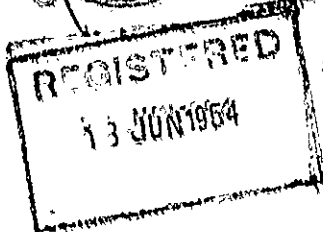
10. The Company to taking, proper to issue debentures outright or Company or

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11. A contract or respect of at the quorum or arrangement his vote shall substitution which paragraph

534618/4

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

R. P. MOTORS (REDHILL)
LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be

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8. The wor shall be inserted Table A, Part I.

9. Unless in General Meeti than two, nor n Director of the Southfields, Reig

10. The T Company to bor taking, property to issue debentu outright or as s Company or of a

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11. A Di contract or arr respect of any the quorum pr or arrangement his vote shall substitution for which paragraph

declined to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be a first Director of the Company, that is to say—Reginald Pratt, of Southfields, Reigate Road, Dorking, Surrey.

BORROWING POWERS.

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

POWERS AND DUTIES OF DIRECTORS.

11. A Director may enter into or be interested in any contract or arrangement with the Company, and may vote in respect of any such contract or arrangement and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraph (2) of regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

12. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 183 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, and any Director retiring or liable to retire under the provision of these Articles and any person proposed to be appointed a Director, shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

ROTATION OF DIRECTORS.

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

15. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

PROCEEDINGS OF DIRECTORS.

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom

he was appointed. A Article shall not be entitled to any remuneration, while holding of Directors and to the absence of the D

PENAL

17. The Director the establishment of or contributory penal of, and may give or pensions, allowances or were at any time of or of any company to or associated with or who are or were of or of any such other salaried employment company, and the w such persons, and a to any institutions, be for the benefit of of the Company or of any such person or towards the living subscribe or guaranty objects or for any object and may do in conjunction with always, if the Statute to the proposed pa Company and to any Director hold, entitled to participate donation, gratuity,

18. In regul "and shall only be provisions of secti immediately after debentures" at th

19. In regul the like sanction words "determin shall be substitut

20. Every J entitled to be ind all losses or liabili

he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

PENSIONS AND GRATUITIES.

17. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and may give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, to or associated with the Company or of any subsidiary or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also may establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and may subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

ACCOUNTS.

18. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (e) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

20. Every Director or other officer of the Company shall be entitled to 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 his office or otherwise in relation thereto, including 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 448 of the Act 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 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Reginald Hunt.
Surrey Hills
Motor Engineer. Private Road. Dorking, Surrey

Thomas Stoll
94 Walsingham Gardens,
Ewell,
Surrey.
Bashers

Dated this 9th day of June 1954.

Witness to the above Signatures—

Sydney Adams

Solicitor

Worcester Park
Surrey

DUPLICATE FOR THE FILE

No. 534618



Certificate of Incorporation

I Hereby Certify, That

R.P. MOTORS (REDHILL) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Eighteenth day of

June One Thousand Nine Hundred and Fifty four.

L. R. [Signature]
Registrar of Companies

Certificate
received by

James A. [Signature]
for Warwick Robinson Co

Date

June 18th 1954

No. of COMPANY, 534,618

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES

Special Resolution

OF

R. P. MOTORS (REDHILL) LIMITED

Passed the 16th day of June, 1956

At an EXTRAORDINARY MEETING of the Members of the above-named Company, duly convened, and held on the 16th day of June, 1956, the following SPECIAL RESOLUTION was duly passed :-

"That with the consent of the Board of Trade the name of the Company be changed to R. P. MOTORS LIMITED."

REGISTERED

19 JUL 1956

Chairman,

Presented to the Registrar of
Companies on the day
of 1956.



2559

Company Number 534618



B

Reference: C.R. 98/579/56

BOARD OF TRADE,

COMPANIES ACT, 1948

R. P. MOTORS (REDHILL) Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to R. P. MOTORS LIMITED.

REGISTERED

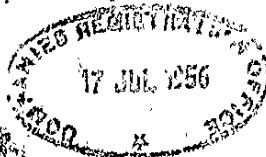
17 JUL 1956

Signed on behalf of the Board of Trade

this seventeenth

day of July 1956.

W. J. Mann



Authorised in that behalf by the President of the Board of Trade.

C.172.

DUPLICATE FOR THE FILE.

No. 534618 / 10



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

R. P. MOTORS (REDHILL) LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

R. P. MOTORS LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this seventeenth day of July One thousand nine hundred and fifty six

L. R. [Signature]
Registrar of Companies.

Certificate received by *Pated* 77 JUL 1956

Date

4920

Number of
Company

524 618

28

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (8))

QV

This Resolution is
the basis of the
Special Resolution.

R. P. MOTORS LIMITED

Passed 1st December, 1967.

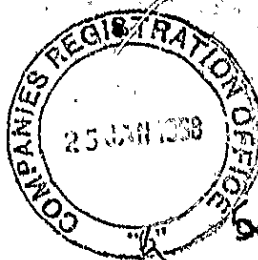
At an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at Central Garage,
High Street, Redhill, Surrey

on the First day of December, 1967, the subjoined
Special Resolution was duly passed, viz.:-

RESOLUTION

This Special Resolution must be
passed by a majority of three-fourths
of the votes cast, and must be
recorded in the minutes of the
meeting, and must be signed by
the Chairman of the meeting.
It is the duty of the Secretary
to sign the minutes of the meeting
when it is so resolved. (See
s. 141 (8) and Note
overleaf.)

"THAT the Registered Share Capital of £10,000
composed of 10,000 shares each of £1 fully paid,
be and hereby is increased to £60,000 composed of
60,000 shares of £1 each by the creation of 50,000 shares
of £1 each and that the new shares shall rank pari passu
as regards dividends and in all other respects with the
shares of the original capital."



Signature

P. T. Williams

Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Note.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4, 3 Bucklebury, E.C.4; 40 Bedford Row, W.C.1; 6 Victoria Street, E.W.1; 15 Hanover Street, W.1;
66-69 Newhall Street, Birmingham, 2; 31 Charles Street, Cardiff; 10 & 21 North John Street, Liverpool, 2; 28-30 John
Dalton Street, Manchester, 2; 187 Hope Street, Glasgow, G.2.

P/14754.10-10-60

Companies 7

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

(4) This section shall apply to—

(a) special resolutions;

(b) extraordinary resolutions;

(c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;

(d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;

(e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed or copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since* 1st July 1948

Dated this 1st day of December, 1948

[Signature]
Director.

P. T. [Signature]
Secretary.

* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 120 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

Number of
Company



29
C



10-0

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

R. P. MOTORS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

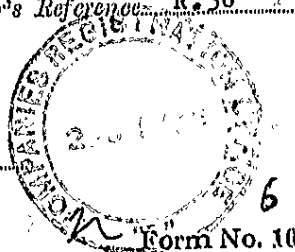
Presented by

Wilson, Turnbull & Co.

Document Filer's Reference: R. 36

6 & 7 Queen Street,

LONDON E.C.4.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

R. P. MOTORS

*"Ordinary"
"Extraordinary", or
"Special"

..... Limited, hereby gives you notice, pursuant to
Section 68 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 1st day of December 1967,
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 50,000 beyond the Registered Capital
of £ 10,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
50,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—

"THAT the new shares shall rank parri passu as
regards dividends and in all other respects with
the shares of the original capital."

*. If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... P. I. [Signature]

State whether Director or Secretary | SECRETARY

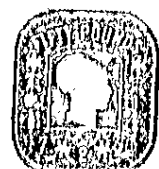
Dated the P. I. 29th day of December 1967

Note.—This margin is reserved for binding and must not be written across

INT £1-18-5 30 CC £250.0-0

Number of
Company

534 615



THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 30)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

R. P. MOTORS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference R. 36

Wilson, Turnbull & Co.

6 & 7 Queen Street

LONDON, E.C. 4.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C. 4; 3 Bucklersbury, E.C. 4; 49 Bedford Row, W.C. 1; 6 Victoria Street, S.W. 1;
15 Hanover Street, W. 1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C. 2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

R. P. MOTORS

Limited

has by a Resolution of the Company dated

1st December 1967 been increased by

the addition thereto of the sum of £50,000,

divided into:—

50,000 Shares of £1 each

Shares of each

beyond the registered Capital of £10,000

Signature P. T. Hill

(State whether Director or Secretary) SECRETARY

Dated the 29th day of December 1967

Note—This margin is reserved for binding and must not be written across

No. 534.618/42

R. P. MOTORS LIMITED

AT an Extraordinary General Meeting of the above-named Company held at 20 Preston Road, Brighton, BN1 6AT, on 11th March, 1974, the following Resolutions were proposed as Special Resolutions and were duly passed.

RESOLUTIONS

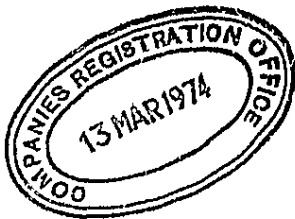
1. That the capital of the Company which now consists of £60,000 divided into 60,000 Ordinary Shares of £1 each be increased and reorganised so as to consist of £60,060 divided into 60,000 3% Non-Cumulative Preference Shares of £1 each and 60 Ordinary Shares of £1 each in manner following that is to say:-

(1) by converting each of the 60,000 Ordinary Shares in the present capital into a Preference Share carrying the following rights:

(A) the right in priority to all other Shares in the capital of the Company for the time being to a fixed non-cumulative preferential dividend at the rate of 3% per annum upon the capital for the time being paid up or credited as paid up thereon, and on a return of capital on liquidation or otherwise to repayment of such capital together with a sum equal to all arrears of such fixed dividend calculated down to the date of such repayment but no further right to participate in profits or assets.

(B) the right to receive notice of but not to attend and vote at any General


1.



Meeting unless the business of the Meeting includes the consideration of a Resolution for winding up the Company or any Resolution directly and adversely affecting any of the special rights or privileges attached to the Preference Shares.

(ii) by the creation of 60 new Ordinary Shares of £1 each.

2. That the sum of £60 standing to the credit of the Profit and Loss Account of the Company be capitalised and applied in paying up in full 60 new Ordinary Shares of £1 each which shall be allotted and distributed credited as fully paid to and amongst the persons who immediately before the passing of Resolution No. 1 above were registered as the holders of Ordinary Shares of £1 of the Company in the proportion of one new Ordinary Share of £1 for every 1,000 Ordinary Shares of £1 so held.


R. PRATT

Chairman.

SIMMONS & SIMMONS
SOLICITORS

Number of
Company

534618

43

Form No. 10.

THE COMPANIES ACT, 1948

PP 32814
1-2

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

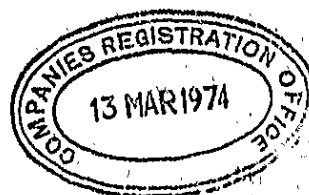
R. P. Motors

LIMITED

Presented by

SIMMONS & SIMMONS,
14, Dominion Street,
London, E.C.2.

REF - T2154/BB



2/
To THE REGISTRAR OF COMPANIES.

R. P. Motors

Limited, hereby gives you notice, pursuant to

"Ordinary",
"Extraordinary",
or
"Special".

Section 63 of the Companies Act, 1948, that by a * Special

Resolution of the Company dated the 11th day of March 1974

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 60 beyond the Registered Capital of £ 60,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
60	Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The new Shares rank pari passu among themselves in all respects.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature P. I. [Signature]

State whether Director
or Secretary

SECRETARY

Dated the 11th day of March, 1974

Note.—This margin is reserved for use and must not be written across

No. 534618 / 10748

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

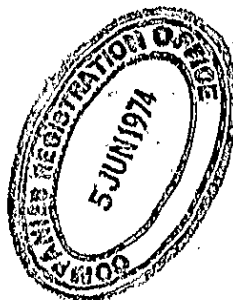
of

R. P. MOTORS LIMITED
(Incorporating all amendments made up to and including
the 13th May, 1974)

Incorporated the 18th June, 1954

Simmons & Simmons,
Solicitors,
14, Dominion Street,
London EC2M 2RJ

Ref. T.2154/BB/8



THE COMPANIES ACTS 1948 TO 1967

I hereby certify that R. P. MOTORS LIMITED

formerly called R. P. MOTORS (REDHILL) LIMITED

which name was changed by special resolution and with the approval of the Board of Trade was incorporated, under the Companies Act 1948 as a limited company on the 18th June, 1954 and that the certificate of incorporation altered to meet the circumstances of the case was issued on the 17th July, 1956.

Given under my hand at London the 3rd April, 1974.

No. 534618

(J. O'KANE)

Assistant Registrar of Companies

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

of

R. P. MOTORS LIMITED
(Incorporating all amendments made up to and including
the 13th May, 1974)

1. The name of the Company is "R. P. MOTORS LIMITED". ✓
2. The registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (A) To acquire and take over as a going concern the business known as Central Garage, High Street, Redhill, in the County of Surrey, and all or any of the assets thereof.
 - (B) To carry on business as motor engineers and garage proprietors, agents for, distributors of, and dealers in motor cars, motor lorries, tractors, motor-cycles, carriages and vehicles of all descriptions, and all component parts thereof and sundries and appliances, parts and accessories thereto, or any goods, articles, apparatus or things used or capable of being used in connection therewith. ✓
No Change
 - (C) To carry on business as service station proprietors and to buy and sell petrol, gasoline, oil and petroleum products of all kinds.
 - (D) To operate motor transport of all kinds including the leasing or hiring for any period or number of journeys of cars, lorries and other vehicles of all descriptions.

- (E) To finance the purchase, hire purchase or sale of vehicles of all descriptions and of accessories for such vehicles,
- (F) To carry on the trade or business of engineers, founders, smiths and manufacturers,
- (G) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (J) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (K) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(M)

(N)

(O)

(P)

(Q)

(R)

(S)

- (M) To receive money on deposit or loan from any persons, firms or companies, on such terms as the Company may approve.
- (N) To guarantee, support or secure whether by personal covenant or by charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and the premium, interest and dividend on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company within the meaning of Section 154 of the Companies Act 1948 or another subsidiary as defined in the said Section of the Company's holding company or otherwise associated with the Company in business.
- (O) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (P) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors be calculated directly or indirectly to benefit the Company or any such persons as aforesaid, their dependants or connections, and to institute and maintain any club or other establishment or profit-sharing scheme which is in the opinion of the Directors calculated to advance the interests of the Company or its officers or employees.
- (Q) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (R) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (S) To acquire, hold, sell and deal with the stock, shares, bonds, debentures, debenture stock, obligations, notes and securities of any

government, state, company, corporation, municipal or local, or other body or authority.

- (T) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debenture or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (V) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (W) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (X) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Y) To amalgamate with any other company whose objects are or include objects similar to those

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the underta
this or any
with or wi
purchase (i
otherwise)
the shares
company an
arrangement
any other

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sanction
law.

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agents, t
and aithe
and aithe
trustees

(BB) To do all
or conduc
them.

4. The liability

5. The share capi
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Cumulative Preferenc
the original or any
into several classes
respectively any pre
rights, privileges,
dividend, capital, v

of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (Z) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (AA) To do all or any of the ~~above things in any~~ part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (BB) To do all such other things as are incidental or conducive to the above objects or any of them.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £60,060 divided into 60 Ordinary Shares of £1 each and 60,000 3% Non-Cumulative Preference Shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

REGINALD PRATT,
Southfields,
Reigate Road,
Dorking,
Surrey.

One

Motor Engineer.

THOMAS BOOT,
97 Walsingham Gardens,
Ewell,
Surrey.

One

Cashier.

Dated this 9th day of June, 1954

Witness to the above Signatures:-

SYDNEY ADAMS,
9 Central Road,
Worcester Park,
Surrey.

Solicitor.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

of
R. P. MOTORS LIMITED
(Incorporating all amendments
13th May, 1974)

PREF

1. Subject as hereinafter contained or incorporated in the First Schedule to the Companies Act, 1948, referred to as "Table A," Company.

2. Regulations 24, 53, 94 and 136 of Part I of the Companies Act, 1948 (hereinafter referred to as "Table A," but apply to the Company, but contained, and the remaining regulations 2 to 5, subject to the modifications constitute the regulations of the Company.

3. The shares shall be allotted to the persons who may allot or otherwise in accordance with regulation 2 of Table A of the next following times and generally on such terms and conditions as the directors may think proper, and provided that they are not issued at a discount, except

4. Unless otherwise provided in the Articles of Association, any shares not issued and not allotted in accordance with Article 3, and any shares created shall, before being allotted to members in proportion to the number of Ordinary shares held by them.

as are
Company in
the
in the
ive names.

of Shares
by each
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4

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The Companies Acts, 1948 to 1967

STILL PRIVATE

COMPANY LIMITED BY SHARES

Articles of Association

of
R. P. MOTORS LIMITED
(Incorporating all amendments made up to and including the
13th May, 1974)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.
2. Regulations 24, 53, 71, 79, 88, 89, 90, 91, 92, 93, 94 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 5 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.
4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of Article 3, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of Ordinary shares held by them. Such offer shall be made.

regulation 84 of Table
apply to the Company.

DISQUALIFY

12. The office of a
- (1) If by notice resigns the
- (2) If he ceases section 18
- (3) If he becomes arrangements
- (4) If he is p an order in section 18
- (5) If he beco
- (6) If he is i duly pass
- (7) If he is his co-Di

13. Any person may
whatever may be his
to vacate his office
attained the age of
any Director retiring
provision of these
be appointed a Direc
appointed or appoin
notwithstanding the
appointment he has
special notice need
re-appointment or
as a Director of a
age of seventy, and
the members notice
proposed to be re-

RE

14. In addition of section 184 of Resolution remove his period of off another Director of a Director so at the same time day on which the was last elected

POWERS AND DUTIES OF DIRECTORS

15. A Director writing to the Co-co-Directors to of the Board from like manner remo

9. The Directors may from time to time appoint one of their number to be President of the Company and they shall determine the period for which he is to hold office. A person so appointed shall cease to be President upon his ceasing for any reason to be a Director of the Company.

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and 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.

15. A Director writing to the Co-co-Directors to of the Board from like manner remo

8.

regulation 84 of Table A, Part I, which paragraph shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.
- (7) If he is requested in writing to resign by all his co-Directors.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, and any Director retiring or liable to retire under the provision of these Articles and any person proposed to be appointed a Director, shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

REPLACEMENT OF DIRECTORS

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

ALTERNATE DIRECTORS

15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An

alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS

16. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

19. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

20. Every Director or other officer of the Company shall be entitled to 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 his office or otherwise in relation thereto, including 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 448 of the Act 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 205 of the Act.

NAME ADDRESS

REGINALD
Southfield
Reigate
Dorking
Surrey.

Motor

THOMAS
97 Wall
Ewell,
Surrey

Cashier

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Dorking,
Surrey.

Motor Engineer.

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THOMAS BOOT,
97 Walsingham Gardens,
Ewell,
Surrey.

Cashier.

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Dated this 9th day of June, 1954

Witness to the above Signatures:

SYDNEY ADAMS,
9 Central Road,
Worcester Park,
Surrey.

Solicitor.

Company No. S34618

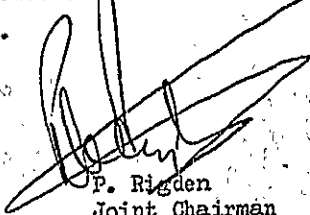


R.P. MOTORS LIMITED


Special Resolution of R.P. Motors Limited
passed on 23rd July, 1974.

At an Extraordinary General Meeting of the
above Company duly convened and held at 90 Preston Road,
Brighton, on 23rd July, 1974, the following Special
Resolution was duly passed:-

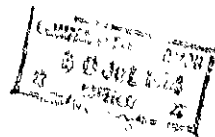
That the name of the Company be changed from
R.P. Motors Limited to Endeavour of Redhill Limited as
from the 1st October, 1974.


P. Rigden
Joint Chairman

Certified true copy


P.N.M. Turnbull
Secretary

047539 N/W





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 534618

I hereby certify that

R.P. MOTORS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

ENDEAVOUR OF REDHILL LIMITED

Given under my hand at London the

26th September 1974

N Taylor

N. TAYLOR

Assistant Registrar of Companies

G.172

27/1 534618/60

ENDEAVOUR OF REDHILL LIMITED

At an Extraordinary General Meeting of the above-named Company held at 90 Preston Road, Brighton on 24th February 1978 the following Resolution was proposed as a Special Resolution and was duly passed.

RESOLUTION

"That the authorised capital of the Company be hereby increased from £60,060 to £60,660 by the creation of 600 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company and that the Directors be authorised to issue and allot to Endeavour Holdings Limited all the new Ordinary Shares so created"

T. E. B. SOPWITH

Chairman

187



No. of Company 534618/51

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ENDEAVOUR, OF, REDHILL Limited*

hereby gives you notice that by ~~ordinary~~/extraordinary/special** resolution of the company dated the
..... 24th February 1978, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 600 beyond the registered capital of £ 60,060

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
600	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The new shares rank pari passu with the existing Ordinary Shares

Signed T.B. [Signature]

State whether
Director or Secretary Director

Date 28th February 1978

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by: Simmons & Simmons
14 Dominion Street
London, E.C.2.

Presentor's reference: 5/X1925/BB

Form No. 10

No. of Company 534618 / 64

THE COMPANIES ACTS 1948 to 1976

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

ENDRAVOUR OF REDHILL

Insert name
of Company:
delete "Limited"
if not applicable

State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by an Ordinary Resolution of the Company dated the
28th day of February 1978 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 132
beyond the registered capital of £ 60,660

The additional capital is divided as follows:—

Number of Shares
132

Class of Share
Ordinary

Nominal amount
of each share
£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Subject to the terms of the Memorandum and Articles of
Association of the Company

Signature



State whether Director
or Secretary

Director

Dated the 14th day of March 1978

Presented by

Simmons & Simmons

14, Dominion Street

LONDON, EC2

Presenter's Reference 5/X1925/BP



(see notes overleaf)

(B)

5346/18/63

ENDEAVOUR OF REDHILL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 100 Wood Street London EC2 on Tuesday the 28th day of February 1978 the following Resolutions were passed as ORDINARY RESOLUTIONS:-

RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased to £60,792 by the creation of 132 new Ordinary Shares of £1 each carrying the same rights in all respects as the existing Ordinary Shares of £1 each in the Company

2. That:

(i) the sum of £132 being part of the amount standing to the credit of the Profit and Loss Account of the Company be capitalised and be applied in paying up in full at par 132 Ordinary Shares of £1 each in the Company to be allotted credited as fully paid up to those members holding Ordinary Shares immediately prior to the passing of this Resolution in the ratio of one new Ordinary Share for every five Ordinary Shares held and the Directors be authorised and directed to give effect to this Resolution; and

(ii) the 660 Ordinary Shares of £1 each in the capital of the Company in issue immediately prior to the capitalisation authorised by paragraph (i) of this Resolution be converted and designated as 3% Non-Cumulative Preference Shares of £1 each in the capital of the Company carrying the same rights and being subject to the same restrictions as the 3% Non-Cumulative Preference Shares of £1 each

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534618 18/3
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Rowland, Nevill and Co Chartered Accountants
Incorporating Nevill, Hovey, Gardner & Co. and Rowland & Co.
43 Church Road
Hove
East Sussex BN3 2BT
Telephone Brighton (0273) 735258
and at London and Hertford

J C Smethers	D L Cambridge
G F Baker	D A Huggett
C F Dashiwood	I A McNeil
H J Edler	V H J Clements
P G Miller	G W Burnhill
G Pringle	H A Eastaway
G M Holmes	M High
G N V Jenkins	D J Trill
	G A Weeks
	G M Gandon

Consultants: J E R Vellacott
J L Stevenson

The Directors,
Endeavour of Redhill Ltd.,
90 Preston Road,
BRIGHTON,
Sussex.

IMC/E809/MB

13th March 1978

Dear Sirs,

We wish to offer our resignation as Auditors of Endeavour of Redhill Ltd following the change in the beneficial ownership of the shares of the Company on Thursday, 16th March 1978.

In accordance with Section 16(2) of the Company's Act 1976 we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully,

Rowland Nevill & Co

Associated firms in Taunton, Cardiff, Jersey, Guernsey and Hong Kong

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No. of Company: 534618

THE COMPANIES ACT 1948 TO 1984

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ENDEAVOUR OF REDHILL LIMITED

PASSED THE 9TH DAY OF MAY 1985

AT AN ORDINARY GENERAL MEETING OF THE ABOVE NAMED COMPANY
DULY CONVENED AND HELD AT 95 LEEDS ROAD, HARROGATE ON THE
9TH DAY OF MAY 1985, THE FOLLOWING RESOLUTION WAS DULY
PASSED:-

"THAT UNDER THE PROVISIONS OF SECTION 12 OF THE
COMPANIES ACT 1981 THE COMPANY WOULD NOT
APPOINT AUDITORS."

SIGNED

SECRETARY

11-7-1985



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No. 534618

THE COMPANIES ACT 1985

Company Limited by Shares

ENDEAVOUR OF REDHILL LIMITED



Special Resolution of 28th February 1989

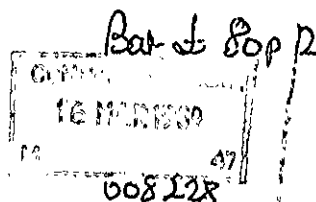
At an Extraordinary General Meeting of the Company, duly convened and held on 28th February 1989 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

1. That the name of the Company be changed to APPELYARD LIMITED.

John J. ...
Chairman of Meeting

Filed by:
The Secretary
Appleyard Group PLC
Windsor House
Cornwall Road
Harrogate
HG1 2PW



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 534618

I hereby certify that

ENDEAVOUR OF REDHILL LIMITED

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

APPLEYARD LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 31 MARCH 1989

B.M. Jones
Mrs. B.M. JONES

an authorised officer

05-3-90

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Company No 534618

THE COMPANIES ACTS 1948

AND

THE COMPANIES ACT 1985

RESOLUTIONS

OF

APPLEYARD LIMITED

We the undersigned being all the holders of the issued share capital of Appleyard Limited entitled to receive notice of and to attend and vote at General Meetings of the Company hereby pass the following resolutions as Special Resolutions and agree that for all purposes the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held -

SPECIAL RESOLUTIONS

1. THAT the memorandum of Association of the Company be amended with respect to its objects clause by the deletion therefrom of the existing clause 3 and the substitution therefor of a new clause 3 in the form of the document attached hereto marked "A".
2. THAT the regulations contained in the document attached hereto and marked "B" be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association of the Company.

Dated 21st February, 1990

.....
(duly authorised for and on
behalf of Appleyard Group PLC)

.....
(J.M. Stuart)

File No:- 00000.66420.dB
Draft 1/WFC/14.2.90



05-3-90

NEW OBJECTS CLAUSE

"A"

3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers, lessors and letters on hire of and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft and of for and in spares, accessories, engines, implements, tools, furnishings, and supplies of every description; proprietors of garages and petrol filling stations; repairing, hiring, motor engineers, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical, aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters, and sprayers, machinists, smiths, welders and metal workers, upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks, and all accommodation and conveniences required in connection therewith manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and hotel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners tobacconists and newsagents and coal coke and patent fuel merchants and general merchants agents and traders.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, offices, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the

05-3-90

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Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company, as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or of any company otherwise associated with the Company in business.

(I) To receive money on deposit or loan upon such terms as the Company may approve and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To establish and maintain or concur in or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time Directors or officers of, or in the employment or service of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company, or the predecessors in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or

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towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidize or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions

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of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding Company as may be lawful.

(W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(X) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where otherwise expressed therein, be in any way limited

05-3-90

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by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

05-3-90

Company No 534610

THE COMPANIES ACT 1940

AND

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

APPLEYARD LIMITED

(Adopted on [], 1990)

PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

4. Section 89(1) of the Act shall not apply to the company.

05-3-90

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LIEN

5. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

6. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

7. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

9. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

10. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

05-3-90

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APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, these communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

17. Any notices to be given pursuant to the articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time

05-3-90

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shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

05-3-90

Company No 534618

THE COMPANIES ACT 1948

AND

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

AMENDED MEMORANDUM

AND

NEW ARTICLES OF ASSOCIATION

OF

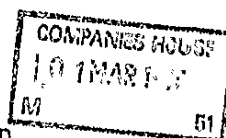
APPLEYARD LIMITED

Incorporated on 18th June, 1954

(Reprinted to incorporate alterations effected
on or before 21st February, 1990)

Booth & Co.
Sovereign House
South Parade
LEEDS LS1 1HQ

Copy/
File No: 00000.65850.ed



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Company No 534618

THE COMPANIES ACT 1948

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

APPLEYARD LIMITED

1. The name of the Company is "APPLEYARD LIMITED".*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) To carry on all or any of the businesses of agents for the sale of, importers, exporters, servicers, repairers, fitters, furnishers, hirers, lessors and letters on hire of and dealers in new and secondhand motor cars, motor cycles, scooters, vans, boats, aircraft, caravans, trailers, lorries and other vehicles and craft and of for and in spares, accessories, engines, implements, tools, furnishings, and supplies of every description; proprietors of garages and petrol filling stations repairing, hiring, motor engineers, self-drive car hire and taxi-cab service proprietors, driving instructors, mechanical aeronautical, marine, electrical, television, wireless and general engineers, panel beaters, painters, and sprayers, machinists, smiths, welders and metal workers, upholsterers, coach and body builders, timber merchants, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, estate and building society agents, property

* By Special Resolution the Company changed its name on 17th July, 1956 from R.P. Motors (Redhill) Limited to R.P. Motors Limited.

By Special Resolution the Company changed its name on 26th September, 1974 from R.P. Motors Limited to Endeavour of Redhill Limited.

By Special Resolution the Company changed its name on 31st March, 1989 from Endeavour of Redhill Limited to Appleyard Limited.

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dealers and developers, proprietors, operators and letters on hire of caravan and camping sites, motor car and trailer parks, and all accommodation and conveniences required in connection therewith manufacturers, merchants of and factors of, agents for and dealers in radio and television sets and electrical and mechanical goods and accessories, cafe, restaurant and hotel proprietors, refreshment caterers and contractors, provision merchants, bakers, confectioners, tobaccoists and newsagents and coal coke and patent fuel merchants and general merchants agents and traders.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, offices, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both

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such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks shares or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company, as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or of any company otherwise associated with the Company in business.

(I) To receive money on deposit or loan upon such terms as the Company may approve and to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To establish and maintain or concur in or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time Directors or officers of, or in the employment or service of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company, or the predecessors in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained; and also to establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one

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mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidize or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such

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other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding Company as may be lawful.

(W) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(X) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where otherwise expressed therein, be in any way limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

By Special Resolution dated the 1st December 1967 the share capital of the Company was increased to £60,000 by the creation of 50,000 additional shares of £1 each.

By a Special Resolution dated the 11th March 1974 the share capital of the Company was increased and re-organised so as to consist of £60,060 divided into 60,000 3% Non-Cumulative Preference Shares of £1 each and 60 Ordinary Shares of £1 each.

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By a Special Resolution dated the 24th February 1978 the share capital of the Company was increased to £60,660 by the creation of 600 additional Ordinary Shares of £1 each.

By a Special Resolution dated the 20th February 1978 the share capital of the Company was increased to £60,792 by the creation of 132 additional Ordinary Shares of £1 each.

By a Special Resolution dated the 1st November 1978 the 60,000 3% Non-Cumulative Preference Shares were converted into Ordinary Shares of £1 each.

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Company No 534618

THE COMPANIES ACT 1948

AND

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

APPLEYARD LIMITED

(Adopted on 21st February, 1990)

PRELIMINARY AND INTERPRETATION

1. In these articles-

1.1 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985, as amended by The Companies (Tables A to F) (Amendment) Regulations 1985,

1.2 references to a "regulation" are to a regulation in Table A,

1.3 references to an "article" are to a provision of these articles, and

1.4 words and phrases used in these articles shall have the meanings ascribed to them in or by virtue of Table A.

2. The regulations in Table A shall apply to the company, except where they are excluded or modified by these articles and, together with these articles, they shall constitute the articles of the company.

SHARE CAPITAL

3. Subject to the Act, unissued shares in the company shall be under the control of the directors and the directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the company to such persons and generally on such terms, in such manner and at such times as they may determine.

4. Section 89(1) of the Act shall not apply to the company.

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LIEN

5. The lien conferred by regulation 8 shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, ~~standing registered~~ in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

6. The directors may in their absolute discretion, and without giving any reason or so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

7. Notice of any general meeting need not be given to the directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote at the meeting. Regulation 46 shall be modified accordingly.

VOTES OF MEMBERS

9. A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

DELEGATION OF DIRECTORS POWERS

10. The directors may delegate any of their powers to committees consisting of such persons, whether directors or not, as they think fit. Regulation 72 shall be modified accordingly.

11. Those members holding more than half by nominal value of those issued shares which carry the right to attend and vote at general meetings of the company may from time to time and at any time appoint any person to be a director, either as an additional director or to fill any vacancy and to remove from office any director, however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the relevant members (or in the case of a member which is a company, signed on its behalf by one of its directors or any other duly authorised officer) and shall take effect upon its being produced to a meeting of the directors or served on the company at the office.

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APPOINTMENT AND RETIREMENT OF DIRECTORS

12. The directors shall not be required to retire by rotation. Regulations 67 and 70 shall be modified accordingly. — Regulation 73 to 77, the second and third sentences of regulation 79 and the last sentence of regulation 84 shall not apply to the company.

13. A director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other directors.

GRATUITIES AND PENSIONS

14. The directors may, on behalf of the company, exercise all the powers of the company to provide benefits, whether by the payment of gratuities or pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any director or former director or any relation, connection or dependant of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit permitted by this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 shall not apply.

PROCEEDINGS OF DIRECTORS

15. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that section. Subject where applicable to such disclosure a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company and regulation 94 shall not apply to the company.

16. If one or more directors are communicating with one or more directors by telephone, television or a similar audio visual communications system, and each such director so agrees, then, subject to the Act and the other provisions of these articles, these communications may be treated as a valid meeting of directors at which each such director is present.

NOTICES

17. Any notices to be given pursuant to the articles may be given by telex or facsimile transmission to the telex or facsimile number maintained at the relevant address of the addressee. Such a notice shall be conclusively deemed to have been properly given at the time

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shown on the answerback or transmission report received by the sender.

18. Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

INDEMNITY

19. Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the company shall be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities incurred by him in relation to the execution and discharge of the duties of such office. Regulation 118 shall be extended accordingly.

22-04-92

COMPANIES FORM No 123

G

Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

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534618

Appleyard Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 10 April 1992 the nominal capital of the company has been increased by £1439208.00 beyond the registered capital of £60792.00.

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

The new shares rank parri passu with the previous shares.

Please tick if continuation
sheet(s) are attached

☐

Signed

Designation Secretary

Company

Date 13 April 1992

Presenter's name, address
and reference (if any):

A I Ward
Appleyard Group PLC
Windsor House, Cornwall Road
HARROGATE
NORTH YORKS. HG1 2PW

For official use
General section

Post room



CHAPP

22-04-92

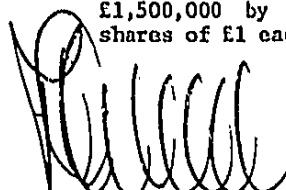
Company No 534618

APPLYARD LIMITED

ORDINARY RESOLUTION

At an Extraordinary General Meeting of the above company held at Windsor House, Cornwall Road, Harrogate on Friday 16th April 1992 the following resolution was passed as an ordinary resolution:

"THAT the authorised share capital of the company be increased to £1,500,000 by the creation of 1,439,208 additional ordinary shares of £1 each.



CHAIRMAN

