

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

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2251848

Name of company

* insert full
name of Company

* WARDPOINT LIMITED

I, DOROTHY MAY GRAEME,of 61, FAIRVIEW AVENUE,WIGMORE,GILLINGHAM, KENT. ME8 OQP† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ ^[person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at GILLINGHAM
in the County of Kent

Declarant to sign below

the 13th day of AprilOne thousand nine hundred and eighty eightbefore me J.P.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):
**GRAEME & COMPANY,
COMPANY REGISTRATION AGENTS,
61, FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM,
KENT.
ME8 OQP**

For official Use
New Companies Section

Post room

COMPANIES REGISTRATION		
15 APR 1988		
M	OFFICE	64

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

* Insert full name
of company

Name of company

* WARDPOINT LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

61 FAIRVIEW AVENUE,	
WIGMORE,	
GILLINGHAM,	
KENT.	Postcode ME8 OQP

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below☒ X

GRAEME & COMPANY, COMPANY REGISTRATION AGENTS,	
61 FAIRVIEW AVENUE,	
WIGMORE,	
GILLINGHAM, KENT.	Postcode ME8 OQP

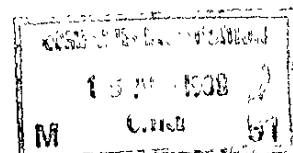
Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

GRAEME & COMPANY,
COMPANY REGISTRATION AGENTS,
61 FAIRVIEW AVENUE,
WIGMORE,
GILLINGHAM,
KENT.
ME8 OQP

For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please write in this margin

Name (note 3) JANET DOROTHY LOUISE GRAEME.		Business occupation SECRETARY
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 61 FAIRVIEW AVENUE, WIGMORE, GILLINGHAM, KENT.		Date of birth (where applicable) (note 6)
	Postcode ME8 0QP	
Other directorships †		
GORDON GRAEME LIMITED		
I consent to act as director of the company named on page 1		
Signature JD Graeme		Date 13.4.88

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

complete
only, preferably
black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		DOROTHY MAY GRAEME,	
Previous name(s) (note 3)			
Address (notes 4 & 7)		61 FAIRVIEW AVENUE, WIGMORE,	
		GILLINGHAM,	
KENT,		Postcode	ME8 0QP
I consent to act as secretary of the company named on page 1			
Signature		Date 13.4.88	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date 13.4.88
---	--------------

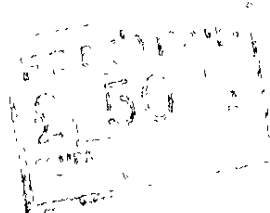
delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

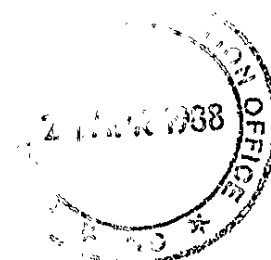
The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES



2251848

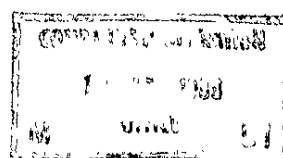
Memorandum of Association



1. The company's name is WARDPOINT LIMITED
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are:-
 - (a) (1) To carry on business as garage proprietors, motor auctioneers, proprietors and operators of taxicabs, omnibuses and motor coaches, driving schools, distributors and dealers in and letters on hire of automobiles, bicycles, motor cycles, motor scooters, caravans and trailers and other vehicles of all kinds, whether moved by mechanical power or otherwise, second-hand car dealers, panel beaters, rust-proofers, underscalers, windscreen fitters, car washers, car sprayers, repairers, warehousers and storers of all such vehicles as aforesaid, dealers in spare parts for all such vehicles as aforesaid and in tyres, batteries, petrol, oil and motor accessories of all kinds and motor, mechanical and agricultural engineers, coach builders; factors, dealers in and letters on hire of tools, engineering machinery and equipment of all kinds and owners, operators, letters and managers of garages, garage space, petrol stations, service stations, parking buildings and car parks.
 - (2) To establish, maintain and operate shipping, air transport and road transport services (public and private), vehicle recovery services and all ancillary services, including warehousing, haulage contractors and furniture removers, undertakers, coal merchants and to carry on any other business in addition to the foregoing.

Lloyds £450 x 9

013916



- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the 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.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, 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.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non 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 in the employment or service 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 company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the 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 procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that



(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

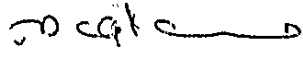
5. The company's share capital is £1,000 divided into 1,000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 DOROTHY MAY GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.	ONE
 PAUL GORDON GRAEME, 61 Fairview Avenue, Wigmore, Gillingham, Kent.	ONE
TOTAL SHARES TAKEN	TWO

Dated 8th April 1988

Witness to the above Signatures:


JANET DOROTHY LOUISE GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

Articles of Association

PRELIMINARY

1. Regulations 64, 94 and 95 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

3. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by Article 2 hereof.

4. Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares.

DIRECTORS

5. Unless and until otherwise determined by Ordinary Resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of one.

6. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the company shall be determined in writing by the subscribers of the Memorandum of Association.

7. The share qualification for a Director may be fixed by the Company and unless and until so fixed no qualification shall be required.

8. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. Paragraph (e) of regulation 81 of Table A shall be omitted.

BORROWING POWERS

10. The Directors may exercise all the powers of the company to borrow money which will make the amount borrowed by the company and then outstanding exceed the nominal amount of the share capital of the company for the time being issued, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to the provisions of the Act 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.

TRANSFER OF SHARES

11. A Share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

12. Except where the transfer is made pursuant to the preceding Article the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to the company or in the event of the company not electing to purchase to any member of the Company or to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.

13. If the Company within the space of fifty-six days after being served with such transfer notice shall elect to purchase or shall find a member or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and give notice thereof to the proposing transferor he shall be bound upon payment of the fair value, to transfer the share to the company or to the purchasing member who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

14. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

15. The Auditor for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator, and accordingly the Arbitration Act 1950, shall not apply.

16. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the purchase by the company to be recorded or as the case may be the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the Register, in purported exercise of the aforesaid power or the purchase by the company has been recorded as the case may be, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

17. If the Company shall not within the space of fifty-six days after being served with the transfer notice purchase the shares or find a purchasing member and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.

18. Subject to the provisions of Article 11 hereof the executors or administrators of any deceased member shall be bound at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

19. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in

respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

See

DOROTHY MAY GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

See

PAUL GORDON GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

DATED

8th April 1988

Witness to the above Signatures:

JD Cole

JANET DOROTHY LOUISE GRAEME,
61 Fairview Avenue,
Wigmore,
Gillingham,
Kent.

FILE COPY



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

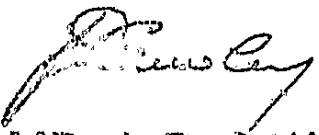
No. 2251848

I hereby certify that

WARDPOINT LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 5 MAY 1988


MR. J. D. CAWLEY

an authorised officer

NO: 2251848

The Companies Act 1985



A PRIVATE COMPANY LIMITED BY SHARES

Special Resolution

OF

WARDPOINT LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at The Registered Office.

on the 24th day of June , 1988, the subjoined Special Resolution was duly passed, viz.:-

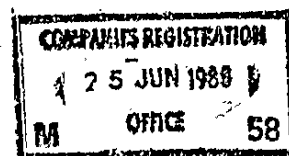
RESOLUTION

That the name of the company be changed to:-

GRAEME & COMPANY,
Company Registration Agents,
61, Fairview Avenue,
Wigmore,
Gillingham, Kent.
ME8 0QP

GARGARE (FOLKESTONE) LIMITED

14.7.88 J164



C18 6470-00

1-16

266659

Signature.....

D M GRAEME
SECRETARY



GRAEME & COMPANY

Company Registration Agents

61, Fairview Avenue,

Wigmore,

Gillingham, Kent.

ME8 0QP

ME8 0QP
Gillingham, Kent.
Wigmore
Fairview Avenue
Company Registration Agents

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2251848

I hereby certify that

WARDPOINT LIMITED

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

CARCARE (FOLKESTONE) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 14 JULY 1988

G. J. Stagg (Mrs)

MRS. G. J. STAGG

an authorised officer

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

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2251848

Name of company

* CARCARE (FOLKESTONE) LIMITED

* Insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3	1	0	8
---	---	---	---

5 April
Day Month

0	5	0	4
---	---	---	---

30 June
Day Month


3	0	0	6
---	---	---	---

31 December
Day Month

3	1	1	2
---	---	---	---

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation: DIRECTOR

Date 7.9.88

Presentor's name address and
reference (if any):

SPAIN BROS. & CO.
21a Bank Street, Ashford,
KENT TN23 1DG

PRINTED AND SUPPLIED BY
Jordans
JORDAN & SONS LIMITED
15, THE SQUARE, LONDON E1
TELEPHONE 01-252 2060
TELEX 149591 FAX 01-252 2066
15, THE SQUARE, LONDON E1
TELEPHONE 01-252 2060



Member of
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PRINTERS

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J27

COMPANY LIMITED BY SHARES

Company Number

[COPY]

2251848

ordinary resolution(s)of Barrow (Folkestone)

Limited

Passed the 24th day of August 1988At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Park Farm Industrial Estate, Park Farm Road,
Folkestone, Kent.on the 24th day of August 1988

the following ORDINARY RESOLUTION(S) was/were duly passed:—

"That the nominal share capital of the company be increased from £1,000 to £50,000 by the creation of 49,000 new £1 shares, to rank pari passu and in all respects equal with the existing 1,000 shares."

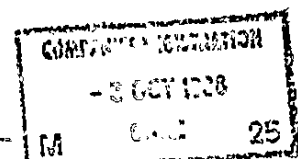
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Jordan's

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 9030
TELEX 201010



[Signature]
Director



NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin.

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in block type, or
bold block lettering

To the Registrar of Companies

For official use

Company number



2251848

Name of company

* CARCARE (FOLKESTONE) LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24TH AUGUST 1988 the nominal capital of the company has been
increased by £ 49000 beyond the registered capital of £ 1000

5 The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

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 49000 NEW £1 SHARES ARE TO RANK PARI
PASSU AND IN ALL RESPECTS EQUAL WITH THE EXISTING
1000 £1 SHARES

4 Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Please tick here if
continued overleaf



Signed

Designation

DIRECTOR

Date 7.9.88

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
21 FLEET STREET
LONDON EC4A 3DF
TELEPHONE 020 20000
TELEFAX 020 20000
DEALING IN STOCKS
TELEPHONE 020 74 1000



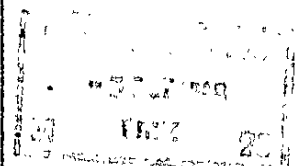
5/87

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

SPAIN BROS. & CO.
21a Bank Street, Ashford,
KENT TN23 1DG

For official Use
General Section

Post room



THE COMPANIES ACTS 1948 TO 1985

[Extraordinary] [Special] Resolution[s]

Pursuant to section 378 of the Companies Act 1985

To the Registrar of Companies

Company number	2251848
Name of company	CARCARE (FOLKESTONE)
	*Limited

Passed 3rd November 1989

At an (amended) [extraordinary] [†] general meeting of the above-named company duly convened and held at 29 Manor Road, Folkestone, Kent. CT20 2SE

on the 3rd day of November 1989 the under-mentioned resolution[s] [†] [was] [were] [†] passed as (amended) [extraordinary] [a special] [†] resolution[s] [†]:

THAT the Memorandum of Association of the company be changed by the amendment to paragraph 3 (a) to read as follows:-

- (a) (1) To carry on business as garage proprietors, motor auctioneers, proprietors and operators of taxicabs, omnibuses and motor coaches, driving schools, distributors and dealers in and letters on hire of automobiles, bicycles, motor cycles, motor scooters, caravans and trailers and other vehicles of all kinds, whether moved by mechanical power or otherwise, second-hand car dealers, panel beaters, rust-proofers, undersealers, windscreen fitters, car washers, car sprayers, repairers, warehousemen and storers of all such vehicles as aforesaid, dealers in spare parts for all such vehicles as aforesaid and in tyres, batteries, petrol, oil and motor accessories of all kinds and motor, mechanical and agricultural engineers, coach builders; factors, dealers in and letters on hire of tools, engineering machinery and equipment of all kinds and owners, operators, letters and managers of garages, garage space, petrol stations, service stations, parking buildings and car parks.
- (2) To establish, maintain and operate shipping, air transport and road transport services (public and private), vehicle recovery services and all ancillary services, including warehousing, haulage contractors and furniture removers, undertakers, coal merchants and to carry on any other business in addition to the foregoing.
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges and to resell, sublease or let out such property, rights or privileges so as directly or indirectly to benefit the company.

Signed

Date 3rd November 1989

[XXXXXXXX] [Director] [XXXXXXXX] [†]



29 Manor Road,
Folkestone, Kent CT20 2SE
Telephone (0303) 252207
Fax (0303) 256679
24th August, 1993

SPAIN BROTHERS & CO
CHARTERED ACCOUNTANTS

Our Ref: BJBCAR1

N. : 2261848

Your Ref

The Directors,
Carcare (Folkestone) Limited,
Park Farm Industrial Estate,
Park Farm Road,
Folkestone,
Kent,
CT19 5DL.

Dear Sirs,

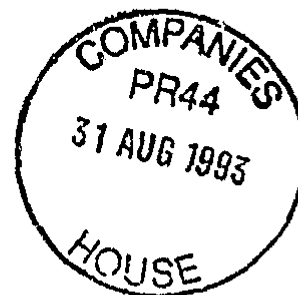
In accordance with the Companies Act 1985, we wish to inform you of our resignation as Auditors of Carcare (Folkestone) Limited with immediate effect.

In our opinion, there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

A copy of this notice should be deposited with the Registrar of Companies within fourteen days of receipt.

Yours faithfully

Spain Brothers & Co.



JOHN C. DAVIDSON • DRUMMOND E. ABRAMS • MARTIN C. BECK • BARRY J. BOOTH • ANTHONY D. BRAND • ROBERT J. BURSEY • F. PETER CHENEY
PAUL H. CHESHIRE • PAUL A. FLOOD • RAYMOND L. HINE • ELIZABETH M. JORDAN • JONATHAN MITCHELL • BARRY MORTIMER
DAVID G. SHEMAING • PETER J. SUTTON • ROGER P. WARD • W. TERENCE WESTWATER
TAX ASSOCIATE: PAUL S. WOODWARD ATII ASSOCIATE: JULIAN GLENISTER

ASHFORD • CANTERBURY • DOVER • FOLKESTONE • MAIDSTONE • SITTINGBOURNE • TONBRIDGE • TUNBRIDGE WELLS

A MEMBER OF MOORES ROWLAND INTERNATIONAL
REGISTERED TO CARRY ON AUDIT WORK AND AUTHORISED TO CARRY ON INVESTMENT BUSINESS BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES