

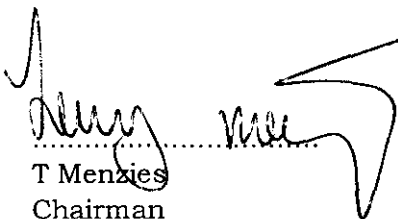
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION OF  
A & J BLYTHE MOTORS LIMITED  
COMPANY NUMBER 5053981

Passed on : 8 September 2006

At an extraordinary General Meeting of the above named company, duly convened and held at the company's registered office on 8 September 2006, the following Resolution was duly passed as a Special Resolution of the company:

RESOLUTIONS

1. That the existing Memorandum and Articles of Association be and are hereby deleted in their entirety and that the new Memorandum and Articles of Association presented to the meeting be and are hereby adopted in place of and to the exclusion of all existing Memorandum and Articles of Association.
2. That the 50 Ordinary shares held by Mr Terry Menzies be reclassified as Ordinary "A" Shares and that the 50 Ordinary shares held by Mr Paul Salvietto be reclassified as Ordinary "B" Shares

  
T Menzies  
Chairman

A21  
COMPANIES HOUSE



\*APGJCJKD\*

304  
11/10/2006

*MEMORANDUM AND  
ARTICLES  
OF ASSOCIATION*

**COMPANIES ACTS, 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

***Memorandum Of Association***

1. The company's name is A & J BLYTHE MOTORS LIMITED
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company was established are:

(A) To trade as a general commercial company.

(B) To Carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real personal property and any rights or privileges that the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire patents, licences and the like, conferring any exclusive or non-exclusive or limited right of 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, grant licences in respect of, or otherwise turn to account any rights and information as acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, and

securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(L) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe to guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stocks or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering any services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

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

(V) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 50 Ordinary "A" shares of £1 each and 50 Ordinary "B" shares £1 each.
6. The shares in the original or any increased capital of the Company may be issued with equal rights and restrictions, voting, return of capital or otherwise as the Company may from time to time determine. The rights to dividends attaching to each class of share may differ and these rights shall be as the Company may from time to time determine. The rights and privileges attached to any of the shares of the company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

We, the persons whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber

Number of shares taken by the subscriber (in words)

NORMAN YOUNGER  
39a Leicester Road  
Salford  
M7 4AS

One

Accountant

Dated 24022004

**COMPANIES ACTS, 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

*Articles Of Association*

**OF**

**A & J BLYTHE MOTORS LIMITED**

**PRELIMINARY**

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in the Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 60, 61, 64, 73, 75, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**GENERAL MEETINGS**

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the auditors of the Company.
4. One member may constitute a quorum where the Company is a single member company.

**AUDITORS**

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

**SHARE CAPITAL**

6. The Company is a private company limited by shares, within the meaning of the Act.
7. The share capital of the company shall be divided into two categories of shares: 500 'A' shares and 500 'B' shares. The 500 subscriber shares in the company issued to Anthony Handyside-Lang shall be deemed to be 'A' shares and the 500 subscriber shares in the company issued to Jay Handyside-Lang shall be deemed to be 'B' shares. Each category of shares are classed as 'ordinary shares'.
8. The proportion of shares in each category is not fixed.
9. All rights and privileges pertaining to each category of shares shall be the same, with the exception of their rights to dividends. The members may approve the payment of a dividend to each category of shares in any proportion.

10. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the Company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 11 and 12 hereof and provided that no share shall be issued at a discount.
11. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being un-issued 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 possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares the which the member is still entitled and limiting a time within which the offer, if not accepted, shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only in so far as they are not consistent with this Article.
12. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question. The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. Where the Company has no auditor an individual or body eligible for appointment, as an auditor as per Companies Act shall be chosen to fix the price.

#### APPOINTMENT OF DIRECTORS

13. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.
14. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall not be less than 1.
15. A person may be appointed as director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

#### PROCEEDINGS OF DIRECTORS

16. A director may vote as a director in regard to any contractor arrangement in which he is interested or upon any matter arising there out, 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.
17. The necessary quorum for the transaction of the business of the directors may be fixed by them, and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
18. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

SECRETARY

19. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.

SEAL

20. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

Name and address of Subscriber:

NORMAN YOUNGER  
39a Leicester Road  
Salford  
M7 4AS

Accountant

Dated 24022004