

FILE COPY



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

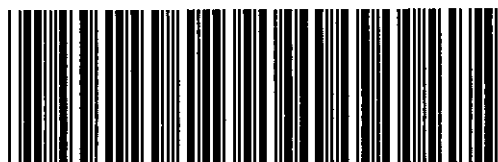
Company No. 5412699

The Registrar of Companies for England and Wales hereby certifies that

ADRIATIC CAR PARKS LIMITED

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

Given at Companies House, Cardiff, the 4th April 2005



N05412699N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

5612699

Company Name in full

ADRIATIC CAR PARKS LIMITED

I, BEVERLEY SHILLITO representing PL Company Secretaries Limited

of 4 TEMPLESTOWE GARDENS LEEDS LS15 7DQ

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

B Shillito

Declared at

LEEDS in the County of West Yorkshire

Day Month Year

On

01 04 2005

• Please print name.

before me •

Howard Dapin

Signed

[Signature]

Date

1 April 2005

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

PLLG

6/8 York Place, Leeds LS1 2DS

Tel 0113 246 9993

DX number

DX exchange



A07
COMPANIES HOUSE

0637
02/04/05

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

ADRIATIC CAR PARKS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PLLG, 6/8 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

PLLG

Address

6/8 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
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V 00/02

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name Adriatic Car Parks Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

PL Company Secretaries Limited

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

PLLG

6/8 York Place

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS1 2DS

Country

England

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

Consent signature

B. Shelleto

Date

1-4-05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

PL COMPANY NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

PLLG

6/8 York Place

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS1 2DS

Country

England

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

See attached

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

Consent signature

Date

1-4-05

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ^{††}

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

**THE COMPANIES ACTS 1985 AND 1989
INCORPORATION**
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
ADRIATIC CAR PARKS LIMITED



1. The Company's name is ADRIATIC CAR PARKS LIMITED
2. The Company's registered office is in England and Wales.
3. The Company's objects are as follows:-
 - 3.1 to carry on business as a general commercial company;
 - 3.2 to acquire any property, and rights or privileges of any kind over or for any property which the Company may use or which the Directors believe may increase the value of the Company's other property;
 - 3.3 to acquire, protect, renew or dispose of any intellectual property rights which may benefit the Company and to make use of those rights;
 - 3.4 to experiment on, test and improve any patents, inventions or rights which the Company acquires or plans to acquire;
 - 3.5 to acquire an interest in the whole or part of or make any form of arrangement with any other company doing or intending to do any business similar to the Company's business. The Company may deal with any form of sock of the other company;
 - 3.6 to deal in any way with the Company's property and rights;
 - 3.7 to invest and deal with any money of the Company which the Company does not immediately need;

- 3.8 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deal with on terms and conditions the Company decides;
- 3.9 to support or secure the performance of any responsibilities of any person or company associated with the Company in business or through shareholdings. (This includes any company which is a subsidiary or a holding company of the Company as defined by the Companies Act 1985). The Company may do this by personal agreement, by covenant, by mortgaging the Company's property and assets, by using the Company's capital, or by any other method. This includes repaying loans and paying premiums, interest, dividends and any other costs relating to debentures, debenture stock, loan stock, shares or other securities;
- 3.10 to borrow or raise money in any way and to secure the repayment of this money by mortgage or other security over the Company's property and assets, and to ensure that the money borrowed or raised is repaid. The Company may also raise or borrow money in any way and secure the repayment of this money by mortgage or other security over the Company's property and assets to ensure that it carries out its obligations;
- 3.11 to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and use any type of negotiable instrument which may help the Company achieve its objects;
- 3.12 to make arrangements with any government, authority, or other person or association of persons that may help the Company to achieve its objects;
- 3.13 to acquire and hold shares, stock or other interests or obligations in any company or corporation;
- 3.14 to promote any other company to carry out any operation which may benefit the Company;
- 3.15 to sell, let, licence, develop or otherwise deal with any part of the business of the Company on any terms the Company thinks fit and to accept shares, debentures, or securities of any company in return for this;

- 3.16 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company;
- 3.17 to provide financial help according to Sections 155 to 158 of the Companies Act 1985 for any purpose set out in Sections 151(1) and 151(2) of that Act. (Sections 155 to 158 and 151(1) and 151(2) cover situations where the Company offers assistance to potential shareholders to purchase shares in the Company.);
- 3.18 to pay any person or company providing services to the Company in cash, shares or other company securities (credited as fully paid or partly paid);
- 3.19 to use the Company funds to pay all costs involved in promoting, forming and creating the Company as a legal corporation or to contract with another person or company to pay these;
- 3.20 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities;
- 3.21 to take out and renew insurance policies to cover the Company officers and auditor against any costs, expenses and liabilities arising from negligence, default or breach of duty or trust in relation to their duties as permitted by section 310(3) of the Companies Act 1985;
- 3.22 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees;
- 2.23 to pay the directors of the Company in any way the Company thinks fit;
- 3.24 to provide pensions and other funds for past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.25 to make payments towards life insurance for past and present employees of the company, and other in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants;

- 3.26 to set up and maintain profit sharing, share option or share purchase schemes for the benefit of the employees of the Company or employees of any subsidiary or holding company of the Company and to lend money to employees or trustees to set up or maintain these schemes;
- 3.27 to distribute the Company's property among the shareholders of the Company;
- 3.28 to do any other things which may help the Company to achieve its objects;
- 3.29 the objects set out in clauses 3.1 to 3.28 must be interpreted as widely as possible. They must be interpreted independently of each other unless the context requires them to be interpreted together;
- 3.30 the word "company" in this document includes any partnership, firm, corporation or company whether incorporated or not and whether domiciled in any part of the United Kingdom or elsewhere.
4. The liability of the Company's shareholders is limited.
5. The share capital of the Company is £100. This is divided into 100 shares of £1 each.

I, the subscriber to this Memorandum of Association, which to be formed into a Company and I agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken by the subscriber
PL Company Nominees Limited 6/8 York Place Leeds LS1 2DS	One

Dated: 1 April 2005

Subscriber

Witness - Sign:

Name:

B. Shillito
Beverly Shillito
4 Templestone Gardens Leeds LS15 7DP
Company Secretary

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of
Adriatic Car Parks Limited

Incorporated on April 2005

1 Interpretation

In these Articles, if not inconsistent with the subject or context:
"Act" the Companies Act 1985 as amended or re-enacted from time to time
"Table A" Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended at the date of adoption of these Articles.

2 Table A

The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

4 Share capital

Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.

5 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.

7 The provisions of section 89(1) of the Act do not apply to the Company.

8 Lien

The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

9 Transfer of shares

The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

10 Proceedings at general meetings

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.

12 On a show of hands or on a poll votes may be given either personally or by proxy.

13 Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

14 Alternate directors

A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.

15 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

16 Delegation of powers

The following sentence shall be inserted after the first sentence of regulation 72 of Table A: A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

17 Appointment and retirement of directors

The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

18 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.

20 There is no age limit for directors of the Company.

21 A director is not required to hold any qualification shares in the Company.

22 Disqualification and removal of directors

Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

23 Remuneration of directors

Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

24 Proceedings of directors

Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25 If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

26 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

27 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to 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.

28 The seal

The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by any two directors.

29 **Notices**

Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

30 **Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names, addresses and descriptions of subscribers

PL Company Nominees Limited
6/8 York Place
Leeds LS1 2DS



.....
Signed

Witness Name B. BULLY SHILL TO
Signature B. Bullito
Address 4 Templestowe Gardens Leeds LS15 7DQ
Occupation co. secretary

Date: 1 April 2005