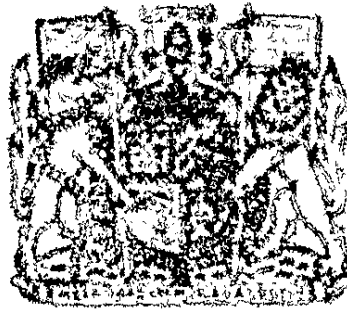




I Hereby Certify

1997

People's Bank Finance Limited

On April 27, 1968, the following information was received from the Bureau of the Census:

1. The number of persons who were born in the United States and who are now living in the United States is approximately 100 million.

[illegible]

1. The first step is to identify the problem or question that needs to be answered. This involves understanding the context and the specific requirements of the task.

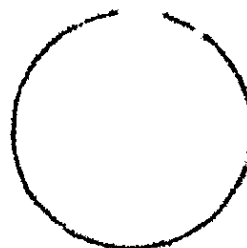


No. of
Certificate

3-25-77/1

Form No. 1

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee 2/- 1/-
Stamp &
Impresso
here.

DECLARATION of compliance with the requirements of the Companies
Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

Amal Bank Finance Ltd.

Presented by —

Attest my hand and the seal of the Registrar of Companies, on this 25th day of March 1977.

10022

I, John A. Smith
of the County of ... State of ...
do hereby declare

For the purpose of
the Statute in relation to
the "Statute of Declaration of
Intention to Naturalize."

Do solemnly and sincerely declare I am a native born

and the naturalization of ...

W. A.

of the County of ... State of ...

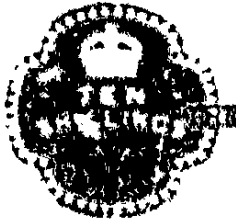
Limited, and That all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company and
incidental thereto have been complied with And I make this solemn
Declaration conscientiously believing the same to be true and by virtue of
the provisions of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

Declared at

the ... day of ...
One thousand nine hundred and
forty one.

John A. Smith
Witness

In presence of the ...
at ...



COMPANIES ACT. 1948

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

ARNOLD CLARK FINANCE LIMITED

The name of the Company is "ARNOLD CLARK FINANCE LIMITED."

The Registered Office of the Company will be situate in Scotland.

The objects for which the Company is established are:-

To carry on in Scotland or elsewhere the business of:-

- (1) To Loan or advance money or give credit with or without security to such persons and on such terms as may seem expedient, and in particular to carry on the businesses of Hire Purchase, Hiring, Letting of Hire, Finance or assisting in Financing, Payment by Instalment, Renting with particular regard to motor vehicles of all kinds, Cycles, Motor Cycles, Tractors, Agricultural and other Machinery, Plant and Machinery of Public Works Contractors, Engineers, and other similar businesses and the parts and accessories of the said motor vehicles and other machinery and in general to carry on the same business with regard to Land, Buildings or other Heritable Subjects, Commodities, Materials, Apparatus, Machinery, Implements, Articles, Ships, Vessels, Aircraft of all and every kind and description.
- (2) Bankers, Financiers, Industrial Bankers, Financial Agents, Advisers, Debt Collectors, and Dealers in Book Debts, advancing and Borrowing Money, Negotiating Loans, to Buy or Sell Goods and Services, to Hire Goods with or without the Option to Purchase, but none of the above actions to infringe any of the provisions of the Money Lenders Act 1900 to 1927.
- (3) To carry on the business of an Investment, Lending, Borrowing and Agency Society, to accept Money on Current Deposit, and to invest

Debenture or otherwise: to invest or lend the Capital and Other Moneys of the Company in the Purchase or upon the Security of Property of any kind, Heritable and Moveable, Real and Personal, of every kind and description, and, in particular, to acquire, Hold and Realise Shares, Stocks, Debentures, Debenture Stock, Bonds, Mortgage s, Obligations or Securities of any Government, Ruler, Commissioners, Public Body or Authority, whether at home or abroad or of any Corporation, Company, Society or Undertaking of whatever nature constituted or carrying on business in any part of the world, provided that no investment involving unlimited liability on the Company shall be made or held.

- (4) To Finance Lend Money to or otherwise Assist any person or persons, Company, Corporation, Association or Partnership engaged in the carrying on of business as Manufacturers, Designers, Consultants, Renters, Repairers, Exporters, Importers and Distributors of and wholesale and retails and credit dealers in or agents for any other Firms or Companies manufacturing or dealing in Motor Vehicles, Motor Cycles, Cycles and all Accessories in connection therewith, Musical and other Instruments of all kinds, including wireless, television, radio gramophones gramophone records, cinematograph and phonographic apparatus, records, rolls, films, devices, accessories and appliances, household goods and furnishings, machinery, engines, rolling stock, tools implements, utensils, conveniences, effects, stores, materials merchandise and accessories of all kinds and generally any other articles which might be advantageously or conveniently dealt with by such a person, company, corporation or association as accessory or cognate to such business and to acquire, hold, sell or otherwise dispose of shares, stock, debentures or debenture stock or any interest in the revenue or profits of any such company, corporation or association so formed, or of any company, association or partnership likely to further the objects of this Company.
- (5) To borrow or raise money in such manner as the Company shall think fit and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (6) To carry on any other business whatsoever similar to the main business of the Company or which may be conveniently carried on in connection with any of the Company's objects or may be calculated directly or indirectly to develop any branch of the business of the Company or to enhance the value of or render more profitable any of the properties, assets, rights or interests of the Company.
- (7) To acquire by purchase or otherwise and undertake for cash or shares or otherwise, and to take over and carry on all or any part of the business or property of any company, firm or person carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this

this Company, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such company, firm or person

- (13) To purchase, feu, lease, exchange or otherwise acquire any heritable property, rights or privileges for the purposes of the business of the Company, and to construct, maintain, extend and alter any buildings, roads, railways bridges and other works and plant of every kind or description necessary or convenient for said business
- (14) To acquire by purchase, licence or otherwise and to apply for and obtain, and to exercise and use or to grant licences to others to exercise and use in any part of the world, patents, patent rights, copyrights, registered designs, unregistered designs, trade marks protection, or the like, of any kind or description, likely to benefit the Company in its business, and to disclaim, alter or modify the same.
- (15) To acquire an interest in, amalgamate with, or enter into any partnership or arrangement for sharing profits, union of interest, co-operation, joint adventure, limiting competition, or mutual assistance with any company, firm or person whose objects are within the objects of the Company, and to give or accept by way of consideration for any of the acts or things aforesaid, or for any property acquired, any shares, debentures or securities that may be agreed upon.
- (16) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares of the Company, with or without special rights as to dividend or repayment of capital, or by means of any security which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as may be agreed upon.
- (17) To borrow or raise and secure the payment of money in any way, and in particular by bond and disposition in security, assignation or conveyance or facie absolute, or by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem, or pay off any such securities
- (18) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.
- (19) To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (20) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such person.

To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees - may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

To promote or concur in establishing or promoting any other company for the purpose of acquiring all or any part of the business or property or rights of this Company, and undertaking all or any of its liabilities, or of undertaking any business or operations which may appear likely to benefit this Company, or to enhance the value of the business or any property of this Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.

To sell or otherwise dispose of the business, property, rights and assets of the Company, or any branch or part thereof, for such consideration, payable in cash or in the shares, stock, debentures, or securities of any other company, as may be deemed proper, and to distribute the price, howsoever paid or satisfied among the members in or towards satisfaction of their interests in the assets of the Company.

To distribute any of the property of the Company among the members in specie but so that no distribution amounting to a reduction of capital shall be made without such sanction as may be required by law.

To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

It is hereby declared that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this Clause shall be deemed separate objects and shall (except where otherwise expressed in such paragraph) be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

The liability of the members is limited

The share capital of the Company is 215 000 divided into 15,000 shares of £. each.



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ARNOLD CLARK FINANCE LIMITED.

1. The regulations contained in Part I of Table A appended to the Companies Act, 1948, hereinafter referred to as "Table A", shall apply to and shall be the regulations of the Company save in so far as they are excluded or varied hereby or are inconsistent herewith.
2. The regulations numbered 24, 53, 75, 77, 79 and 84 (2) of Table A shall not apply to the Company, and the following regulations shall be modified:-

Regulation 11, so that the words "not being a fully paid share" and "other than fully paid shares" shall be held to be delete;

Regulation 32, so that the words from and including the word "except" to the end of the first paragraph of the regulation shall be held to be delete;

Regulation 33, so that there shall be added to the end thereof the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

Regulation 80, so that the words from and including "and every direction" to the end of the regulation shall be held to be delete.

3. The Company is hereby declared to be a private company, and no invitation shall at any time be made to the public to subscribe for any shares or debentures of the Company. The Company shall not have power to issue shares or debentures to bearer.
4. The number of members of the Company (not including persons who are

are in the employment of the Company and persons who having been formerly in the employment of the Company were while in that employment, and have continued after the determination of that employment to be members of the Company) shall at no time exceed fifty; several persons, however, holding one or more shares jointly shall be deemed to be a single member.

5. The directors may, without assigning any reason, decline to register any transfer of shares.

6. If any shareholder wishes to transfer his shares or any part thereof he shall be bound to offer the said shares by notice in writing to the directors through the secretary at a fair price to be fixed as at the date of the notice by the auditor of the Company, acting as an expert and not as an arbitrator, and such notice shall constitute the directors his agents in contract with anyone including themselves for the acquisition of said shares or any of them at the said price. If for the space of thirty days after receipt of such notice the directors fail to find a person or persons willing to purchase the shares or any of them at the said price and to give notice thereof within that time to the proposing transferor the said shares or any of them may in any case as or after has been found for them be disposed of at not less than the said price at any time within two months of the date when the said notice had not been given. In the event of the directors finding a person or persons willing to purchase any of them in terms of this article the proposing transferor shall be bound forthwith on receipt of a notice to that effect to execute and deliver a transfer of the said shares purchased in exchange for the price and failing his doing so within seven days of such notice the directors shall be entitled to sign a transfer or transfers for and on behalf of the transferor, receive the purchase money in full, for the transferor and enter the name of the transferee or transferees in the Register of Members.

7. For every meeting a quorum shall be two persons personally or by proxy and holding or representing by proxy in the aggregate at least one half of the issued capital of the Company whose holders are entitled to be present and vote.

8. Until otherwise is ordered by a general meeting the number of directors shall not be less than one nor more than three.

9. The first directors shall be John Arnold Clark and Mrs Margaret Fleming Jackson Clark both of 15, Waverley Road, Waverley, and Margaret Syme, 10 Brown Street, Glasgow, and Robert Leithman Reid, 11, Waverley, Glasgow, and Port Glasgow. The said John Arnold Clark shall be Chairman of the Board and the said Margaret Syme shall be Secretary to the Board. The said John Arnold Clark shall be Chairman of the Board and the said Margaret Syme shall be Secretary to the Board. The said John Arnold Clark shall be Chairman of the Board and the said Margaret Syme shall be Secretary to the Board.

10. The directors shall have power to issue shares of any class of shares of the Company and to make such regulations as they think fit.

11. The directors shall be reimbursed by the Company of all reasonable expenses and outlays incurred by them in prosecution of the Company's business and attending board meetings.
12. The directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company without limit as to amount, and that upon such terms and in such manner as they think fit.
13. Any director or other officer or member of the Company shall be entitled to contract with the Company and to engage in any transaction with it on such terms as may be considered expedient and shall be in no wise liable to account for any profit realized by any such contract or transaction, nor shall he be excluded from voting upon such contract or transaction.
14. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, a notice addressed to him at his last known address in the United Kingdom shall be deemed to be duly given to him on the day on which it is posted.

Names, Addresses and Descriptions of Subscribers

John Edward Smith, Esq. Director
12 Grosvenor Lane, Grosvenor Gardens, London

Robert Jackson Esq. Director

Edmund Edward Esq. Director

DAIED the 11th day of December 1963.

WITNESS to the above Signatures -

CONTAINED THAT THIS (10-12-60) WAS
REPRODUCED BY MULTITHIN (10-12-60)
JOHN GOWALD & SON (OFFSET (10-12-60) 11

[Handwritten signature]

INDEX

No. of Company 34577/4

James M. ...

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Companies Act, 1947 (Note: The Stamp Duty on the Nominal Capital is 7m shillings for £100 or fraction of £100. Section 41, Finance Act, 1931.)

This Statement is to be filed with the Memorandum of Association, or of any Document, when the Company is registered.

The NOMINAL CAPITAL of the above-named Company is £ 100,000

Signature *[Signature]*

Description *Director*

NOTE—This weight is reserved for Blinding, and must not be written across

Presented for registration by

20/11/47

THE REGISTRAR OF COMPANIES

45041

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ARNOLD CLARK {FINANCE} LIMITED

Passed 23rd September, 1970.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, after due notice specifying the intention to propose the following Resolution as a SPECIAL RESOLUTION had been given, held at 27 Borthwell Street, Glasgow, G.2., on the 23rd day of September, 1970, the following SPECIAL RESOLUTION was duly passed.

It was resolved that Clause 15 of the Memorandum of Association be deleted and the following substituted therefor:-

- (1) To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company or to customers and others having dealings with the Company, and to secure the payment of any sums of money by any company, firm or person in such manner as the Company may think fit and by way of such security to execute guarantees and to assign, dispose, convey or charge the whole or any part of the Company's property or undertaking, present or future, including uncalled capital.



Colin Clark



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.