

No of Company: 1365107  
The Companies Acts 1948 to 1976  
Company Limited by Shares

MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
NETWORK VEHICLES LIMITED  
(Incorporated the 25th Day April 1978)

The alterations in this Memorandum and Articles of Association have been validated by Mr Stuart Walter Clarke, Company Secretary, whose signature and initials appear below.

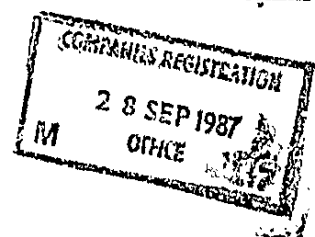
INITIALS

SWC

DATE 23<sup>rd</sup> September 1987

SIGNATURE

Stuart Walter Clarke



No. 1365107

THE COMPANIES ACTS 1943 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

NETWORK VEHICLES LIMITED

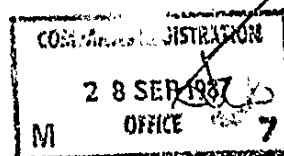
Passed 4th June 1984

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on Monday the 4th day of June 1984 the following Resolutions were passed

as SPECIAL RESOLUTIONS

- 1) THAT the authorised share capital of the Company be increased to £10,000 by the creation of 9,900 additional ordinary shares of £1 each.
- 2) THAT it is desirable to capitalise the sum of £9,900 being part of the sum of retained profit standing to the credit of profit and loss account and accordingly that such sum be capitalised and that the directors be and are hereby authorised to allot the 9,900 unissued ordinary shares in the capital of the Company such shares to be allotted forthwith and distributed credited as fully paid up to the holders of the ordinary shares registered at the close of business on 4th June 1984 in proportion 99 shares for every one ordinary share then held and that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of the Company this authority of the directors shall expire on the 4th December 1984.

Dated this 18th day of June 1984.



S.W. Clarke  
Company Secretary

7/17 Ansdell Street  
London W8 5BN



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 13651.07

I hereby certify that

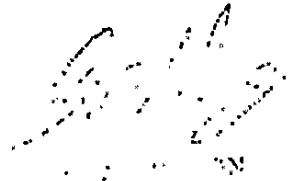
**MERCANTILE CREDIT CONTRACTS LIMITED**

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

**NETWORK VEHICLES LIMITED**

Given under my hand at Cardiff the

**3RD OCTOBER 1980**

  
*Assistant Registrar of Companies*

No. 1365107

THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

MERCANTILE CREDIT CONTRACTS LIMITED

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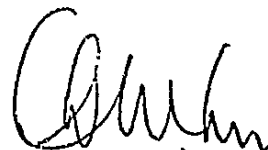
Passed 16th September, 1980

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on Tuesday the 16th day of September 1980 the following Resolution was passed

as a SPECIAL RESOLUTION

THAT the name of the Company be changed to  
NETWORK VEHICLES LIMITED

Dated this 16th day of September 1980.



D.W. Lee  
Chairman

Elizabethan House  
Great Queen Street  
London WC2B 5DP.



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1365107

I hereby certify that

**BLOUHEMEL LIMITED**

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

**MERCANTILE CREDIT CONTRACTS LIMITED**

Given under my hand at Cardiff the

29TH JANUARY 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

**E. A. WILSON**

*Assistant Registrar of Companies*

No. 1365107

THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

OF

BLOUHEMEL LIMITED

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Passed 31st December, 1979

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on Monday the 31st day of December 1979 the following Resolution was passed

as a SPECIAL RESOLUTION

THAT the name of the Company be changed to  
MERCANTILE CREDIT CONTRACTS LIMITED

Dated this 31st day of December 1979

*D. M. Minter*  
D.M. Minter  
Chairman of the Meeting

Elizabethan House  
Great Queen Street  
London WC2B 5DP.

THE COMPANIES ACTS 1948 to 1976

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION  
OF  
BLOUHEMEL LIMITED

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Passed 31st December, 1979

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on Monday the 31st day of December 1979 the following Resolution was passed

as a SPECIAL RESOLUTION

THAT the objects of the Company set forth in the Memorandum of Association be altered by the deletion of the whole of sub-clause (a) of clause 3 thereof and by the substitution therefor of the following new sub-clause:-

- (a)(i) To carry on business as hirers out of all kinds of new and second hand motor vehicles and dealers in and proprietors of motor cars and motor car agents.
- (ii) To carry on business as motor garage proprietors, motor car, motor cycle and cycle manufacturers, motor, mechanical, electrical, marine, aeronautical, gas and general engineers and contractors, iron, brass and steel foundries and blacksmiths and wheelwrights; wood, timber, metal and alloy merchants and workers; oil and petrol and accessories merchants, and dealers, garage, wharf, dock and warehouse proprietors, carriers of goods and passengers by land, water or air, agents for railway, motor coach, theatre and other tickets, boat proprietors, amusement and refreshment caterers, provision dealers and contractors generally.

Dated this 31st day of December 1979

*D. M. Minter*  
D.M. Minter  
Chairman of the Meeting

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

NETWORK VEHICLES LIMITED

1. The name of the Company is 'NETWORK VEHICLES LIMITED'.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a)(i) To carry on business as hirers out of all kinds of new and second hand motor vehicles and dealers in and proprietors of motor cars and motor car agents.
  - (ii) To carry on business as motor garage proprietors, motor car, motor cycle and cycle manufacturers, motor, mechanical, electrical, marine, aeronautical, gas and general engineers and contractors, iron, brass and steel founders and blacksmiths and wheelwrights; wood, timber, metal and alloy merchants and worker; oil and petrol and accessories merchants, and dealers, garage, wharf, dock and warehouse proprietors, carriers of goods and passengers by land, water or air, agents for railway, motor coach, theatre and other tickets, boat proprietors, amusement and refreshment caterers, provision dealers and contractors generally.



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by the provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. 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.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each, having been increased by an Ordinary Resolution passed on June 4th 1984.

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager.

- One

Christopher Charles Hadler,  
15, Pembroke Road  
Bristol. BS99 7DX  
Commercial Manager.

- One

Dated this 27th day of February, 1978.

Witness to the above Signatures:- Dawn Bennett,  
15, Pembroke Road  
Bristol. BS99 7DX  
Clerk.

**THE COMPANIES ACTS 1948 to 1976**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**NETWORK VEHICLES LIMITED**

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.
2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

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**Names, addresses and descriptions of Subscribers**

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Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager.

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Dated this 27th day of February, 1978.

Witness to the above Signatures: Dawn Bennett,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Clerk.