No1287205 /10

THE COMPANIES ACTS, 1948 to 1967.

Special Resolution

OF

PEBBLESHELD LIMITED

Passed on the 17th day of March, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above named company duly convened, and held at 30,City Road, London,E.C.1 on the 17th day of March the following SPECIAL RESOLUTION was duly passed:-

COMPANIES REGISTRATION OFFICE - 4 JUL 1977

RESOLUTION

THAT clause 3A of the Memorandum of Association be deleted and replaced by the following new clause 3A:-

(A) (1) To carry on business as motor garage proprietors, motor car,motor cycle and cycle manufacturers,motor car agents and dealers,manufacturers of and dealers in caravans and caravan equipment and accessories,motor engineers,general engineers and electricians,motor car and cab proprietors,metal and alloy makers,refiners, and workers,joiners and cabinet makers,wood and timber merchants;refreshment caterers,confectioners,tobacconists and bakers, and to manufacture,own,buy,sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire,repair,cellulose,paint and generally deal in motor cars,coaches,vans,lorries, omnibuses,motor cycles,cycles,boats,aircraft,agricultural machinery and mechanically propelled vehicles and vessels of every description,engines,bodies,hulls, tyres,petrol and oil, and all kinds of fuel,accessories, components,apparatus and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

(2) To carry on the business of car hire,taxi and motor coach services,hirers of cars and other means of conveyance either with driver or for driving by the hirer; to undertake any agency or commission work and to carry on business as motor car driving instructors and teachers of motor construction, maintenance, testing and repair.

(3) To carry on business as haulage contractors,lightermen and carriers of passengers and goods,railway,shipping, chartering,forwarding and transport agents,stevedors, wharfingers,carmen,carting contractors and agents,cargo superintendents,packers,hauliers and warehousemen, and to undertake and transact agency and commission work of all kinds.

Secretary.

NO1287205 /11

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

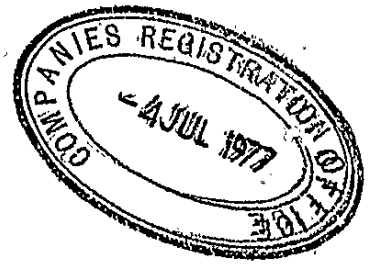
MEMORANDUM

OF

ASSOCIATION

OF

PEBBLESHELD LIMITED



This Memorandum of Association is filed in order to comply with the European Communities Act, 1972

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

PEBBLESHELD LIMITED

1. The name of the Company is **Pebblesheld Limited.**

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (1) To carry on business as motor ~~garage proprietors~~ Garage + Accessory Dealers motor car, motor cycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners, and workers, joiners and cabinet makers, wood and timber merchants; refreshment caterers, confectioners, tobacconists and bakers, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose, paint and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres, petrol and oil, and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture and upkeep of such vehicles and machinery.

(2) To carry on the business of car hire, taxi and motor coach services, hirers of cars and other means of conveyance either with driver or for driving by the hirer; to undertake any agency or commission work and to carry on business as motor car driving instructors and teachers of motor construction, maintenance, testing and repair.

(3) To carry on business as haulage contractors, lightermen and carriers of passengers and goods, railway, shipping, chartering, forwarding and transport agents, stevedors, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers and warehousemen, and to undertake and transact agency and commission work of all kinds.

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(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on 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 property of the Company or to further any of its objects.

(C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(D) 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.

(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 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 any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.

(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 the moneys 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.

(J) To lend money or give credit 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.

(K) To enter into 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.

(L) 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, stock or securities of any other company formed or to be formed.

(M) 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.

(N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

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

(P) To establish, 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 the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

(Q) 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.

(R) 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.

(S) 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 principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.