

Statutory Declaration of compliance with requirements on application for registration of a company

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies (Address overleaf)

For official use

For official use

[] [] [] [] [] []

[]

Name of company

* GEORGE FIZASER (LONDON) LIMITED

I, GRAHAM MICHAEL COWAN of 16 GLOUCESTER ROAD NEW BARNET HERTS EN5 1RT

do solemnly and sincerely declare that I am a director of the company... (person named as director of the company in the statement delivered to the registrar under section 10(2)) and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 34 WELHAM MANOR WELHAM GREEN HERTS AL19 7EL

Declarant to sign below

the 2nd day of DECEMBER

One thousand nine hundred and NINETY ONE

before me

J.P. MIDDLESEX

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

[Handwritten signature]

Presentor's name address and reference (if any):

For official Use New Companies Section Post room [Stamp: NC 03 DEC 1991 COMPANIES HOUSE]



COMPANIES HOUSE

10

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black.

<input checked="" type="checkbox"/> CN	<u>2669197</u>	For official use <input type="checkbox"/>
Company name (in full)		
<u>GEORGE FRASER (LONDON)</u>		<u>LIMITED</u>

Registered office of the company on incorporation.

<input checked="" type="checkbox"/> RO	<u>ACI HOUSE, TORRINGTON PARK</u>
	<u>NORTH FINCHLEY</u>
Post town	<u>LONDON</u>
County/Region	
Postcode	<u>N12 9SZ</u>

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'X' in the box opposite and give the agent's name and address.

X

Name	<u>ACCESS COMPANY FORMATIONS</u>
<input checked="" type="checkbox"/> RA	<u>ACI HOUSE, TORRINGTON PARK</u>
	<u>NORTH FINCHLEY</u>
Post town	<u>LONDON</u>
County/Region	
Postcode	<u>N12 9SZ</u>

Number of continuation sheets attached

To whom should Companies House direct any enquiries about the information shown in this form?

<u>ACCESS COMPANY FORMATIONS</u>	
<u>ACI HOUSE, TORRINGTON PARK,</u>	
<u>NORTH FINCHLEY LONDON</u>	Postcode <u>N12 9SZ</u>
Telephone <u>081 445 6655</u>	Extension <u>22</u>

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
 In the case of a corporation, give the
 registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS MR
 ROBERT
 CONWAY
 NONE
 NONE
 NONE
AD 18 BARNWELL HOUSE
 ST GILES ROAD
 Post town LONDON
 County/Region
 Postcode SE5 7RP Country
 I consent to act as secretary of the company named on page 1
 Signed *R Conway* Date 2/12/91

CD MR
 GRAHAM MICHAEL
 COWAN
 NONE
 NONE
 NONE
AD 16 GLOUCESTER ROAD
 NEW BARNET
 Post town
 County/Region HERTS
 Postcode EN5 1RT Country
DO 1 | 8 | 0 | 6 | 4 | 3 Nationality **NA** BRITISH
OC COMPANY DIRECTOR
OD ACCESS COMMERCIAL INVESTIGATORS LIMITED
 I consent to act as director of the company named on page 1
 Signed *G Michael* Date 2/12/91

R Conway
 Signature of agent on behalf of all subscribers Date 2/12/91

The Companies Act 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

GEORGE FRASER (LONDON) LIMITED



- 4.
1. The name of the Company is "George Fraser (London) Limited".
 2. The registered office of the Company will be situate in England
 3. The objects for which the Company is established are:-

(a) To carry on all or any part of the business or businesses as buyers, sellers, importers, exporters and dealers of motor vehicles of all types but with particular emphasis in dealing in high quality cars of all descriptions; to deal in motor cycles, caravans, scooters and the like and as retailers of all motor accessories, spare parts, equipment, clothing, components and all other products of any description; as motor engineers, sheet metal workers, coach builders, brake, tyre and exhaust specialists, paint sprayers, electrical and marine engineers, and to buy, sell, hire, hire out, repair, service and maintain all motor vehicles both new and used and to act as factors, garage proprietors, proprietors of motor showrooms and sites and to provide a car wash and valet service or otherwise; as retailers and dealers in petrol, oil, spirit and other fuels and lubricants and as processors of same; as taxicab, car hire and van hire proprietors and operators in all its branches, including a mini-cab service and as omnibus and coach owners and operators, travel agents and tour operators; as promoters, organisers and participants of all kinds of motor racing, rallying and the like; as dealers in all types of marine craft and equipment, boats, yachts, engines, equipment or otherwise; to provide a leasing service for all or any of the above and as general traders, wholesalers, retailers, exporters, distributors and dealers of goods, products and merchandise of any description, all as the Company sees fit.

(b) To carry on all or any part of the business or businesses as motor-vehicle finance agents and generally to act as finance and hire purchase agents or brokers, financial consultants, insurance and general agents and brokers, and as principals, agents and brokers in the sale, purchase, insurance and financing of any motor-vehicle, industrial or professional equipment or machinery and to give guarantees or underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, contractors, factors, representatives, nominees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.

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(c) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.

(d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(e) 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 any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.

(g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, or guarantees by, any other Company.

(h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions as may seem expedient.

(i) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or Companies, upon such terms and with or without security and subject to such conditions as may seem desirable.

(j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company, having for its objects similar objects to those of this Company or any of them.

(k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

(m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other Company or corporation.

(n) To remunerate any person firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(p) To promote or aid in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.

(r) To remunerate the Directors of the company in any manner the Company may think fit.

(s) To distribute any property of the Company in specie among the members.

(t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names, Addresses of Subscribers

Number of Shares taken
by each Subscriber



GRAHAM MICHAEL COWAN
16 GLOUCESTER ROAD
NEW BARNET
HERTS
EN5 1RT

one
ONE



ROBERT CONWAY
18 BARNWELL HOUSE
ST. GILES ROAD
LONDON
SE5 7RP

one
ONE

DATED The 20th day of May 1991

WITNESS to the above signatures:-



MARK DARREN PAYNE
63 SAVERNAKE ROAD
MEADOWCROFT
AYLESBURY
BUCKS
HP19 3LR

The Companies Act 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

GEORGE FRASER (LONDON) LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 3, 24, 64 and 99 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own Shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that Share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders or his estate and clause 8 of Table A shall be modified accordingly.

GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

11. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

TRANSFER OF SHARES

12. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a Share whether or not it is a fully paid Share.

DIRECTORS

13. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

14. There shall be at least one Director and unless otherwise determined by the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

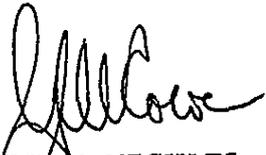
15. The first Director or Directors of the Company shall be the person or persons named in the statement under Section 10 of the Companies Act 1985.

16. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, 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 and Clause 94 of Table A shall be modified accordingly.

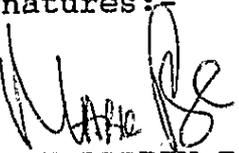
NAMES AND ADDRESSES OF SUBSCRIBERS


GRAHAM MICHAEL COWAN
16 GLOUCESTER ROAD
NEW BARNET
HERTS
EN5 1RT


ROBERT CONWAY
18 BARNWELL HOUSE
ST. GILES ROAD
LONDON
SE5 7RP

DATED The 20th day of May 1991

WITNESS to the above signatures:-


MARK DARREN PAYNE
63 SAVERNAKE ROAD
MEADOWCROFT
AYLESBURY
BUCKS
HP19 3LR

FILE COPY



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

No. 2669197

I hereby certify that

GEORGE FRASER (LONDON) LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 9 DECEMBER 1991

Q1 *Perce*
JSE

an authorised officer

G

COMPANIES FORM No. 224

224

* Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies
(Address overleaf)

Company number

2.69197

*insert full name
of company

Name of company

GEORGE FRAGER (LONDON) LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 | 0 | 0 | 4

5 April

Day Month

0 | 5 | 0 | 4

30 June

Day Month

3 | 0 | 0 | 6

31 December

Day Month

3 | 1 | 1 | 2

+ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation +

DIRECTOR

Date

7/9/92

Presentor's name address and
reference (if any):

For official use

D.E.B.

Post room

COMPANIES HOUSE
- 8 SEP 1992
54

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
GEORGE FRASER (LONDON) LIMITED
69 ST MARY'S ROAD
ILFORD
ESSEX. IG1 1QU

ARD 1/ 02669197

Date: 16 JULY 1992

COMPANIES ACT 1985 (as amended by Companies Act 1989)

This company has until 9/9/92 to specify an accounting
reference date. This may be done on the form 224 overleaf.

Should it not do so, the accounting reference date will
be 31/12 and the first accounts will cover the period
9/12/91 to 31/12/92

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380034

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Companies House is an executive agency within the Department of Trade and Industry

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