

Company No: 6520366

COMPANIES ACTS 1985 and 1989

SPECIAL RESOLUTION

pursuant to section 378(2) of the Companies Act 1985

OF

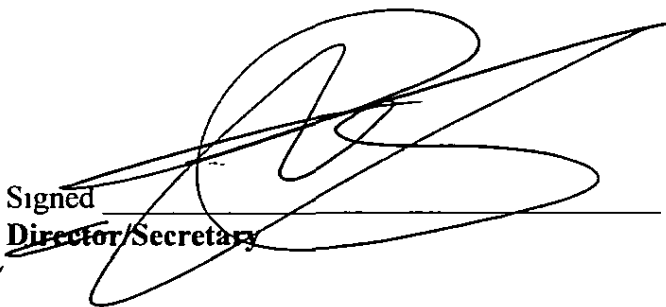
EXEL ELECTRONICS LIMITED

passed on 3rd day of March 2008

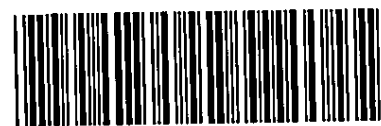
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at The Studio, St Nicholas Close, Elstree, Herts WD6 3EW the following SPECIAL RESOLUTION was duly passed

" That the existing Clauses 3A & 3B of the Memorandum of Association of the above-named Company be deleted, and that the attached Clauses 3A & 3B be substituted in its place

Signed _____
Director/Secretary



THURSDAY



A58 06/03/2008 51
COMPANIES HOUSE

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

COMPANIES HOUSE

EXEL ELECTRONICS LIMITED

1. The name of the Company is "EXEL ELECTRONICS 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 and as retailers of all motor accessories, radios, electronic equipment, spare parts, components, equipment 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; 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 deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them, to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, contractors, trustees, appointees, lessors, lessees or otherwise either in the United Kingdom or elsewhere

*Objects Clauses 3A & 3B were changed by Special Resolution passed on the 03/03/2008.