

Company No: 3349202

**Special
Resolution**

The Companies Act 1985


Private Company Limited by Shares

of GRAMRACK LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 18th April, 1997
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed


For and on behalf of
Waterlow Nominees Limited



Waterlow Information Services Ltd
International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 0171-250 3350 Fax 0171-608 0867
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The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

GRAMRACK LIMITED

(As amended by Special Resolution passed on 18th April 1997)

1. The Company's name is Gramrack Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on business as manufacturers, owners, buyers, sellers, lessees and lessors, hirers, repairers, cleaners, storers, and general dealers in motor cars, vans, lorries, coaches and omnibuses, motor cycles, scooters, bicycles and mechanically propelled vehicles of every description, engines, bodies, tyres, fittings, petrol, oil, and all other kinds of fuel, accessories, components, apparatus, and requisites concerned with the manufacture, running, maintenance, repair or use of such vehicles, and to carry on business as motor body painters, motor, mechanical, radio, electrical and general engineers, metal and alloy workers, dealers in radio apparatus and accessories, and to act as haulage contractors and carriers of goods and persons in every way and garage proprietors; and to carry on the business of manufacturers, exporters and importers of and dealers in any goods, materials or things ancillary to or connected with all or any of the said businesses and to buy, sell, exchange, alter, improve, refine, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, tools, substances, materials and things, necessary for carrying on any of the said businesses, whether as principals, agents, trustees, manufacturers or otherwise.