

1299445

Number of
Company

Form No. 41
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Declaration of Compliance with the requirements of the Companies Act 1948 on application for registration of a Company

(Pursuant to Section 15(2) of the Companies Act 1948)

Insert the
Name of the
Company

PAO ACTION SERVICES

LIMITED

Presented by

Presentor's Reference

FROM OYES SERVICES LIMITED
COMPANY DIVISION
27 GRIMSCOTT STREET
LONDON SE1 5TF

Oyes Publishing Limited, Oyes House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.
P21224 3.5.73

Companies 6C

[P.T.O.]

I, HOWARD THOMAS

of OYEZ HOUSE, 237 LONG LANE,
LONDON SE1 4PU

(a) Here insert:
A Solicitor of the
Supreme Court (or
in Scotland a
Solicitor) engaged
in the formation
or
A person named
in the Articles of
Association as a
Director or
Secretary.

Do solemnly and sincerely declare that I am (a) A PERSON NAMED IN THE

ARTICLES OF ASSOCIATION AS SECRETARY

of PAO ACTION SERVICES

Limited

and that all the requirements of the Companies Act 1948 in respect of matters
precedent to the registration of the said Company and incidental thereto 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 11 Breams Buildings

in the City of London EC4

the 4th day of FEBRUARY

one thousand nine hundred and

SEVENTY SEVEN

Before me,

N. V. M. Day
A Commissioner for Oaths (b)

(b) Or
Notary Public or
Justice of the
Peace as the case
may be.

202261/4

1299445

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

PAO ACTION SERVICES LIMITED

1. The name of the Company is "PAO ACTION SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

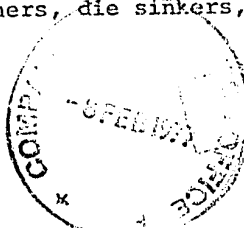
(A) (i) To carry on the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection with such business.

(ii) To carry on business as distributors of, buyers, sellers, merchants and dealers in cinematograph films, records, tapes and all other apparatus for recording events by means of sight and sound and all rights to produce, distribute or exhibit any show, entertainment or event by means of films, records or such other apparatus as aforesaid.

(iii) To carry on the business of art printers, colour printers, copperplate printers, etching printers, lithographic printers, offset printers, photogravure printers, rollform and automatic printers, trade printers and of printers generally.

(iv) To carry on the business of linotype setters, metal and alloy makers and refiners, die sinkers, relief

FROM: PAO ACTION SERVICES LIMITED
COMPANY DIVISION
27 CANNON STREET
LONDON SE1 1AF



stampers, gold blockers, engravers, photographers, lithographers, artists, designers and draughtsmen.

(v) To carry on the business of magazine, periodical, and journal proprietors, press agents, newsagents, publishers, booksellers, bookbinders, wholesale and retail stationers, fancy goods and leather goods dealers, and account book manufacturers.

(vi) To carry on the business of manufacturers of and dealers in paper, cardboard, bags, greeting cards of all kinds, postcards, picture and other cards, drawing and writing materials and requisites, pens, inks and stationery generally.

(vii) To carry on business as business consultants, market research consultants, business transfer agents, valuers and estate agents, and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.

(viii) To carry on business as suppliers of trained sales staff for temporary or permanent employment, and to establish and maintain an employment agency.

(ix) To carry on business as engravers, shorthand writers, copyists and language translators.

(x) To carry on business as company promoters, underwriters, financiers, and bill brokers, and generally to undertake and execute agencies and commissions of any kind and to negotiate and arrange for the borrowing or lending of money or the subscription or underwriting of shares, debentures and other securities.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the

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Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of the Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally, on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

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4. The 1.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

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

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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 shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several subscribers, agree in pursuance of the Company

NAMES, ADDRESSES, DESCRIPTIONS OF SUBSCRIBERS

H. Thomas
H. THOMAS,
Oyez House,
237 Long Lane,
London SE1 4

Company Registered

D.R. Davey
D.R. DAVEY,
Oyez House,
237 Long Lane,
London SE1 4

Company Registered

Dated this 1st day of

Witness to the

W.R. Payne
W.R. PAYNE,
Oyez House,
237 Long Lane,
London SE1 4

Company Registered

0, divided into 100
al or any increased
and there may be
al, deferred or
or restrictions

WE, the several persons whose names and addresses are sub-
scribed, are desirous of being formed into a Company in
pursuance of this Memorandum of Association, and we respect-
ively 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
--	---

H. Thomas
H. THOMAS,
Oyez House,
237 Long Lane,
London SE1 4PU. ✓

ONE

Company Registration Agent.

D.R. Davey
D.R. DAVEY,
Oyez House,
237 Long Lane,
London SE1 4PU.

ONE

Company Registration Agent.

Dated this 3rd day of February 1977

Witness to the above Signatures:-

W.R. Payne
W.R. PAYNE,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PAO ACTION SERVICES LIMITED

1299445 / 4

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

4. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

6. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

7. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

8. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money, 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.

POWERS AND DUTIES OF DIRECTORS

10. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

(6) If he is not duly

12. Any person who, whatever may be the reason, to vacate his office, shall be deemed to have attained the age of

13. In addition to the provisions of section 184 of the Act, any Director who, by Resolution removed from office, shall be deemed to have vacated his office, and another Director shall be appointed in his stead.

14. A Director who, by Resolution removed from office, shall be deemed to have vacated his office, and another Director shall be appointed in his stead. Any person so appointed may act as a Director by whom he was appointed under any qualification required by the Company, but he shall not be entitled to receive any remuneration as such, to receive any dividend or to attend and vote at any meeting of the Company.

15. The first meeting of the Directors shall be held within

- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

13. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

14. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

15. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. Thomas
H. THOMAS,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

D.R. Davey
D.R. DAVEY,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

Dated this 3rd day of February 1977

Witness to the above Signatures: *W.R. Payne*

W.R. PAYNE,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.



CERTIFICATE OF INCORPORATION

No. 1299445

I hereby certify that

PAO ACTION SERVICES LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Cardiff the

21ST FEBRUARY 1977

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

207261/4

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No. 1299445

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PAO ACTION SERVICES LIMITED

Passed 21st day of February 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named company duly convened and held at 25, Victoria Street, on the 21st day of February 1977 the following Special Resolution was duly passed as a Special Resolution of the Company.

RESOLUTION

That the name of the Company be changed to
"DAVID TAYLOR AUTOMEDIA LIMITED".

Signed
A. Thomas

1299445 / 18

22

CONFIDENTIAL

.....
Director/Secretary

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DAVID TAYLOR AUTOMEDIA LIMITED

1. The name of the Company is "DAVID TAYLOR AUTOMEDIA 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 the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection with such business. ✓ N/C

(ii) To carry on business as distributors of, buyers, sellers, merchants and dealers in cinematograph films, records, tapes and all other apparatus for recording events by means of sight and sound and all rights to produce, distribute or exhibit any show, entertainment or event by means of films, records or such other apparatus as aforesaid.

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(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the

Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

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(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interest of the Company or its officers or employees.

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(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

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(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

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

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The share capital of the Company is £5,000 divided into 5,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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WE, the several persons whose names and addresses are sub-
scribed, are desirous of being formed into a Company in
pursuance of this Memorandum of Association, and we respect-
ively agree to take the number of shares in the capital of
the Company set opposite our respective names.

<u>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</u>	<u>Number of Shares taken by each Subscriber</u>
---	--

H. THOMAS,
Oyez House,
237 Long Lane,
London SE1 4PU.

ONE

Company Registration Agent.

D.R. DAVEY,
Oyez House,
237 Long Lane,
London SE1 4PU.

ONE

Company Registration Agent.

Dated this 3rd day of February 1977

Witness to the above Signatures:-

W.R. PAYNE,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

The Companies Acts 1946 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DAVID TAYLOR AUTOMEDIA LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 83, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

4. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

(6)

DIRECTORS

6. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

7. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

8. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money, 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.

POWERS AND DUTIES OF DIRECTORS

10. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

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DIRECTORS

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BORROWING POWERS

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15

DISQUALIFICATION OF DIRECTORS

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- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

12. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

13. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

14. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

15. The first Secretary of the Company shall be Howard Thomas.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

D.R. DAVEY,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

Dated this 3rd day of February 1977

Witness to the above Signatures:-

W.R. PAYNE,
Oyez House,
237 Long Lane,
London SE1 4PU.

Company Registration Agent.

Companies Acts 1948 to 1967

Company limited by shares
**MEMORANDUM
AND ARTICLES OF
ASSOCIATION**

DAVID TAYLOR AUTOMEDIA
LIMITED

No. 1299445

Incorporated the 21st day
of February 1977

PORTER HOPE & PORTER
SOLICITORS
BOLTON

The Solicitors' Law Stationery Society, Limited, Company Printers & Agents

No: 1299445

16

Ordinary Resolution

Companies Act 1948-1976
Company Limited by shares

OF

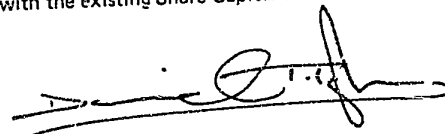
DAVID TAYLOR AUTOMEDIA LIMITED

Passed the 19th day of March 1979

At an Extraordinary General Meeting of the above named Company, duly convened and held at 25 Victoria Street, Loughborough, on the 19th day of March 1979, the subjoined ORDINARY RESOLUTION was duly passed, viz:

Resolution

THAT the Share Capital of the Company be increased from £100 to £5,000 by the creation of 4,900 shares of £1 each, such shares to rank pari passu in all respects with the existing Share Capital of the Company.



D. I. TAYLOR

Chairman

73



HART & CO. (CITY ROAD) LIMITED, 22-24 Cowper Street, London. EC2A 4AP. Telephone 01-251 4901

No. of Company1299045.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of CompanyDAVID TAYLOR AUTO-PIEDRA..... Limited*

hereby gives you notice that by ~~ordinary~~ ~~special~~ resolution of the company dated the
19 MARCH 1979, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 4900 beyond the registered capital of £ 1000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
4900	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The shares to rank par passu with those already in issue

Signed.....

State whether
Director or SecretaryDirector.....

Date28 March 1979.....

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by:

Presenter's reference:

Form No. 10

Margin reserved for binding

G

Please do not
write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Form No

10

To the Registrar of Companies

For official use Company number

24

1299445

Name of Company

DAVID TAYLOR AUTOMEDIA LIMITED

Limited

*delete if
inappropriate

*delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] resolution of the company dated 22 May 1981

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 5,000 beyond the registered capital of £5,000

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
5,000	Ordinary	£1.

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

All shares to rank pari passu with
existing share Capital of the Company.

Please tick here if
continued overleaf



*delete as
appropriate

Signed [Signature] [Director] [Secretary] Date 17 June 1981

Presenter's name, address and
reference (if any):

Armitage & Norton
41 Biggin Street
Loughborough
LE11 1UA

For official use
General section

Post room



Printed & Supplied by: -
Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

AS

NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.