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49(1)

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

312540

Company Name in full

JESSUPS MOTOR GROUP LIMITED

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
2. ^① A statutory declaration made by the directors of the company according to section 49(8)(b) of the Companies Act 1985
3. A printed copy of the company's memorandum incorporating the alterations set out overleaf
4. ^② [A printed copy of the company's articles incorporating the alterations set out overleaf] ~~Printed articles for registration the company has having previously submitted articles.~~

NOTE:

Alterations in the memorandum and articles should be set out overleaf.

① A non prescribed form of Statutory Declaration (form No. 49 (8) (b)) is available.

② Please delete as appropriate.

③ If the currency is not in Pounds Sterling, please quote the currency used.

Nominal share capital (if any) provided for in the articles as altered

③ £ 1,000,000.00

Signed

Date

19 October 2001

† Please delete as appropriate.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

† a director / ~~secretary~~

Eversheds

115 Colmore Row
Birmingham
B3 3AL SL/RSD

BIR_CORP 598026

Tel 0121 232 1000

DX number DX: 13004

DX exchange BIRMINGHAM 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



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MEMORANDUM

The Company's memorandum is altered by the substitution of the current memorandum in its entirety with the following provisions:-

- "1. The Company's name is Jessups Motor Group (the "Company").
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to carry on any trade or business whatsoever and do all such things as are incidental or conducive to the carrying on of any trade or business."

ARTICLES

The Company's articles are altered by the substitution of the current articles in their entirety with the following provisions:-

- 1) In the articles of association set forth (the "Articles") the expression "the Act" means the Companies Act 1985 and, for the purposes of the Articles, "Table A" means Table A in the Companies (Table A to F) Regulations 1985 S.I. 1985/805.
- 2) The regulations contained in Table A are adopted by the Company and, subject to the provisions set out below, shall constitute the articles of association of the Company.
- 3) Regulations 3, 32, 34, 35, 94 and 95 of Table A shall not apply to the Company.
- 4) The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A.
- 5) The share capital of the Company is £1,000,000.00 divided into 1,000,000 ordinary shares of £1.00 each.
- 6) The Company may by special resolution -
 - a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
 - b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
 - d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
 - e) reduce its share capital and any share premium account in any way.