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binding margin



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

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

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

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

41

Company number

1403802

Name of Company

R. & J. HESKETH (MOTORS)

Limited*

I, JOHN LESLIE HESKETH

of 49 OLDFIELD ROAD

ALTRINCHAM

CHESHIRE

do solemnly and sincerely declare that I am A PERSON NAMED AS DIRECTOR IN
THE STATEMENT DELIVERED UNDER SECTION 21 OF THE
COMPANIES ACT 1976
OF R & J HESKETH (MOTORS). Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 Stockport
in the County of Greater Manchester

the 10th day of November

One thousand nine hundred and seventy eight

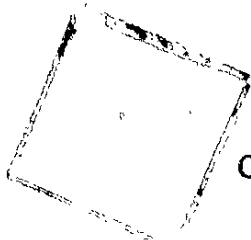
before me S G Clarke
A Commissioner for Oaths & A Solicitor

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

WILFRID C. HATTELL
12 PANCYAS LANE,
LONDON E14 1BJ
01-254 1127

For official use
General section

Post room



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

R. & J. HESKETH (MOTORS) LIMITED

NC.115535/7

1403802

3
CR 150 + £10 CD

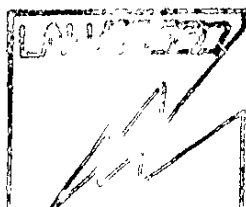
1. The name of the Company is "R. & J. HESKETH (MOTORS) LIMITED".
2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (a) (i) To acquire and take over as a going concern the business of motor repairers, dealers and hirers carried on by J.L. & R. Hesketh at Charlesworth Street, Stockport and all or any of the assets and liabilities thereof.

(ii) To carry on business as automobile, marine and aircraft engineers; to undertake, perform and carry out all or any of the functions or operations ordinarily or which can conveniently be undertaken, performed and carried out by proprietors and/or managers of sale and show rooms, public, private, lock-up, reserved and other garages, repairing and other service depots, petrol filling, parking and other stations, pumps, oil and general supply stores and the like, and to trade in all respects as motor, aircraft, marine and general automobile engineers, manufacturers, patentees, factors and sales agents for, and general repairers of, and dealers in, spare parts and components and accessories of all kinds for motors, caravans, boats, ships, aircraft and other vehicles and all other allied goods, appliances, materials, fittings and accessories; to buy, sell and generally trade with and deal in petrol and other motor and/or engine spirit and fuel, oil and grease: to manufacture/deal in and trade with all kinds of pneumatic and other tyres, inner tubes and the like, accumulators, batteries and electrical apparatus and appliances of all kinds, including radio, receiving and television sets, goods and components, and to undertake and carry out charging operations and any installations and maintenance work in regard thereto.

(iii) To carry on the business of a Car Mart and as hirers of self-drive and chauffeur driven motor cars, vehicles, boats, aircraft and cycles of every description and as auctioneers, valuers, taxi proprietors and operators, carriers, haulage contractors, oil refiners and dealers.



- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependents.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively 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
John Leslie Hesketh 49, Oldfield Rd, Altrincham. Cheshire. Garage Proprietor	Five Hundred.
Robert Edwin Hesketh 48 Maple Road Brooklands Manchester Garage proprietor	Five Hundred.

DATED this Tenth day of November 1978.

WITNESS to the above signatures -

M S Atkinson
12a. Piccadilly
Manchester

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

1403802 / 4

Articles of Association

OF

R. & J. HESKETH (MOTORS) LIMITED
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PRELIMINARY

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

2. Regulations 2, 3, 24, 53, 75, 88, 107, 108, 110 and 134 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £ 10,000 divided into 10,000 shares of £1.00 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Part I of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Part I of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. 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 for the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

14. 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 insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

FIRST DIRECTORS

20. The number of Directors shall not be less than two or more than six and the first Directors of the Company shall be:

JOHN LESLIE HESKETH
ROBERT EDWIN HESKETH

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Leslie Hesketh
49, Oldfield Rd.
Altrincham
Cheshire
Garage Proprietor.

Robert Edwin Hesketh
48 Maple Road
Brooklands
Manchester
Garage Proprietor

DATED this 10th day of November 1978.

WITNESS to the above signatures -

M. S. Atkinson
12a Piccadilly
Manchester

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THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

* delete if
inappropriate

Name of Company

R. + J. HESKETH (MOTORS)

Limited*

Company number

1403802/5

The intended situation of the registered office of the company
on incorporation is as stated below

22 CHARLESWORTH STREET

STOCKPORT

CHESTIRE

SK1 3UE

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

ATKINSON RICHMOND & Co

12A PICCADILLY

MANCHESTER M1 3AS

WILDMAN & BATELL
LIMITED
12 RANCREAS LANE
LONDON E20 1JY
01-253 7227

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presenter's
reference (if any):

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	JOHN LESLIE HESKETH	Business occupation	GARAGE PROPRIETOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	49 OLDFIELD ROAD ALTRINCHAM CHESHIRE	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10.11.78	

Name (note 2)	ROBERT EDWIN HESKETH	Business occupation	GARAGE PROPRIETOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	48 MAPLE ROAD BROOKLANDS MANCHESTER	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 10-11-78	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

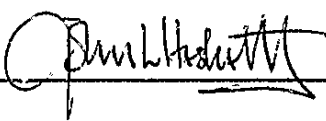
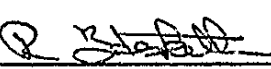
Name (notes 2 & 7)	LESLIE HESKETH
Former name(s) (note 3)	
Address (notes 4 & 7)	48 MAPLE ROAD BROOKLANDS MANCHESTER
I hereby consent to act as secretary of the company named on page 1	
Signature	Leslie Hesketh
Date	2nd Nov '78

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

As required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature		[Subscriber] [Agent]†	Date	10.11.78
Signature		[Subscriber] [Agent]†	Date	10.11.78



CERTIFICATE OF INCORPORATION

No. 1403802

I hereby certify that

R. & J. HESKETH (MOTORS) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 5TH DECEMBER 1978

E. A. WILSON

Assistant Registrar of Companies

FILED
[2] 40

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

COMPANY NO: 1403802

20/

SPECIAL RESOLUTION OF

R. & J. HESKETH (MOTORS) LIMITED

At an Extraordinary General Meeting of the above named Company duly convened, and held on the 24th day of April 1986 the following Resolution was passed as a Special Resolution:

RESOLUTION

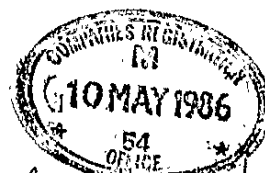
In accordance with section 28 (1) of the Companies Act 1985, the name of the Company be changed to

REMOCO LIMITED



Director

[Handwritten signature]



Bar/E8012/401012

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1403802

I hereby certify that

21/

R. & J. HESKETH (MOTORS) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

REMOCO LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

2ND JUNE 1986

Mrs. M. Moss
MRS. M. MOSS

an authorised officer