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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

Please do not write in this binding margin

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

*delete if inappropriate

For official use

Company number

--	--	--	--

1507395

Name of company

BARNES COACHWORKS		Limited*
-------------------	--	----------

I, NIGEL LEONARD BLOOD, _____
 of 84 Temple Chambers, _____
 Temple Avenue, _____
 London, EC4Y 0HP _____

do solemnly and sincerely declare that I am a person named as Secretary of the Company in the statement delivered under section 21 of the Companies Act 1976 _____
 of _____

BARNES COACHWORKS

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 Temple Chambers, _____
 Temple Avenue, _____
 in the City of London, _____

the 26th day of June

One thousand nine hundred and eighty _____

before me _____
 A Commissioner for Oaths†

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

The London Law Agency Ltd.,
 Temple Chambers,
 Temple Avenue,
 London, EC4Y 0HP.

For official use
 General Section

Post room

The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers

Tel: 01-353 9471 (10 lines)



THE COMPANIES ACTS, 1948 to 1976

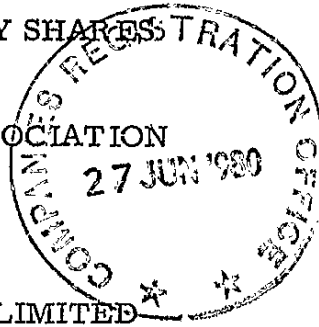
1507395/3

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BARNES COACHWORKS LIMITED



1. The Name of the Company is " BARNES COACHWORKS 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 of the businesses of coach builders, car sprayers, panel beaters, welders, motor vehicle and body repairers and builders, radiator repairers, painters and sprayers, sheet metal workers, cellulose, enamellers, plasterers, motor engineers, upholsterers, machinists, smiths, fitters, wheelwrights, plastic and fibreglass workers, and dealers, garage, engine tuning and petrol filling station proprietors, manufacturers, servicers, repairers, fitters, furnishers, storers and letters on hire of, agents for, and dealers in motor cars, commercial vehicles, marine craft and aircraft of every description, and of, and in plant, machinery, engines, implements, tools, furnishings, lubricants, accessories and supplies of all kinds used or required in connection therewith or relating thereto, dealers in scrap metal and waste products and substances of all kinds, car breakers and dismantlers, demolition contractors, timber merchants, carpenters, joiners, proprietors of repairing, hiring and other depots and petrol and other spirit and fuel supply stores and stations; private car hire and taxi cab proprietors, driving instructors, mechanical, aeronautical marine electrical, television, wireless and general engineers, carriers, haulage and transport contractors, tourists and insurance agents, coal, coke, and patent fuel merchants, and general merchants, factors and traders.

Presented by:-
THE LONDON LAW AGENCY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y 0HP

25 / MT / PROME / BERKE

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.

(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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(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.

(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 assurances.

(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 customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(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 or 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 any 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 and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(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 subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(U) 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.

(V) 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.


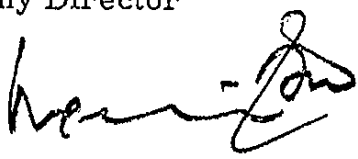
(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

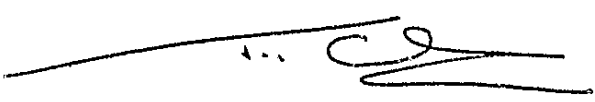
5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y OHP. Company Director.	One

Dated the 1st day of June, 1980.

Witness to the above Signatures:-


J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BARNES COACHWORKS LIMITED

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4 and 5 (but not Clauses 1 and 3) in Part II of Table A shall apply to the Company.

SHARES.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, and on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

5. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
7. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.
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.
10. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

ALTERNATE DIRECTORS.

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

TRANSFER OF SHARES.

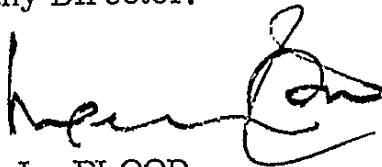
12. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



ROY C. KEEN,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.



NIGEL L. BLOOD,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.

Dated the 1st day of June, 1980.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,
Temple Chambers,
Temple Avenue,
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM 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

1

Please do not
write in this
binding margin



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

*delete if
inappropriate

Company number

15073956

Name of Company

BARNES COACHWORKS Limited*

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

84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP

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

The London Law Agency Limited
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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

Presentor's
reference (if any)

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 01-353 9471
Telex: 23553

for official use

General section

Post room



The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers
Tel: 01-353 9471 (10 lines)

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:

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date - 1 JUN 1980	

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.

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)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	Date - 1 JUN 1980

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.

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

Signature	[Subscriber]	Date	- 1 JUN 1980
Signature	[Subscriber]	Date	12 JUN 1980

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

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1507395

I hereby certify that

BARNES COACHWORKS 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

11TH JULY 1980

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

BERKELEY HALL

Chartered Accountants

B Mitchell M R Page
J W Rankine

21 King Street
Frome
Somerset BA11 1BJ

Telephone: Frome (0373) 465488

Fax: 0373 474214

Authorised by the Institute of Chartered Accountants in England & Wales
to carry on Investment Business

Also at Warminster & Associated
Office at Melksham

Our Ref: B18P

The Secretary
Barnes Coachworks Limited
21 King Street
Frome
Somerset
BA11 1BJ

1507395

2nd April 1993

Dear Sir,

We hereby tender our resignation as auditors of the above company.

We confirm that there are no matters which need to be drawn to the attention of the company concerning our resignation or indeed to the new auditors of the company.

Yours faithfully,

B. C. W. P.

Company No 1507395



BARNES COACHWORKS LIMITED
REGISTERED NUMBER 1507395
UNDER THE COMPANIES ACT 1985

We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, HEREBY PASS the following three resolutions as elective resolutions pursuant to the articles of association and the above Act and all other powers in that behalf. It is resolved:

ELECTIVE RESOLUTION 1

That in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 31 December 1992 and subsequent financial years.

ELECTIVE RESOLUTION 2

That in accordance with the provisions of Section 366A of the Companies Act 1985 the Company does hereby dispense with the holding of the annual general meeting for 1993 and subsequent years.

ELECTIVE RESOLUTION 3

That in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.

Members' Names
In Block Capitals

Members'
Signature

..MR..R..D..BARNES.....

.....

..MRS..D..M..BARNER.....

.....

.....29-10-93.....
Date

