



Please do not
write in this
binding margin.



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

*Insert full name
of Company

†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

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

1563895

Name of Company

FOUR ONE SIX O
Limited

I, DIANA ELIZABETH REDDING

of 15 PEMBROKE ROAD

BRISTOL BS99 7DX

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged
in the formation

of*
FOUR ONE SIX O Limited

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 3 RICHMOND HILL

BRISTOL BS8 1AY

Signature of Declarant

the 22nd day of April

One thousand nine hundred and 81

before me
A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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



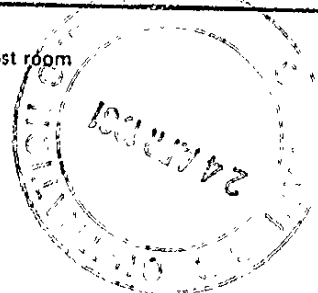
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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

For official use

New companies section

Post room



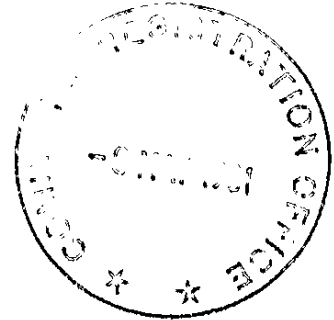
THE COMPANIES ACTS 1948 to 1980

1563895/3

COMPANY LIMITED BY SHARES

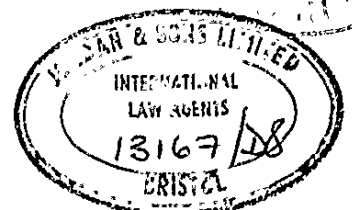
MEMORANDUM OF ASSOCIATION OF

FOUR ONE SIX D LIMITED



1. The name of the Company is "FOUR ONE SIX D 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 organise, arrange, promote and to afford facilities for the preservation and exhibition of steam engines and other ancient forms of locomotion, models, machines and machinery, clothing, books, documents and other accessories and items of all kinds and to afford facilities for instruction in the care, restoration and maintenance of such vehicles and machinery, and to arrange lectures and demonstrations in all matters appertaining thereto; to promote, hold, arrange and take part in events, rallies, trials, matches, competitions and the like; to do all such things as may be deemed expedient for the promotion of sports and pastimes and for the furtherance of the interests of persons engaged therein or connected therewith, and to offer, grant or contribute towards the provision of prizes, awards and distinctions; proprietors of restaurants, cafes, snack and coffee bars, refreshment caterers and contractors, licensed victuallers, wine and spirit merchants, soft drink, mineral and aerated water merchants, tobacconists and confectioners, newsagents and booksellers, proprietors of shops and kiosks, and dealers in souvenirs, gifts and other articles likely to be required by persons frequenting the company's premises, and to acquire businesses of all kinds and to carry on any trade, business or mercantile or credit operation or transaction, and whether on account of the company alone or with or for any other company, person or persons; and to open shops, stores, offices and other agencies for the sale of such products, goods, wares, materials, fabrics, utensils, articles and merchandise of any class or nature as may from time to time be thought expedient and to carry on the businesses of commission and general agents, general merchants and check and credit traders.



P23/066312

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

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

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so

requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is ~~£~~20,000 divided
into 20,000 shares of £1 each. ✓

WE, the several persons whose names and addresses 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
--	---



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

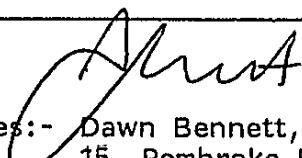


Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One

Dated 22nd April 1981

Witness to the above Signatures:-



Dawn Bennett,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

1563895 /4

ARTICLES OF ASSOCIATION OF

FOUR ONE SIX O LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

ALLOTMENT OF SHARES

2. After the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of

shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had

been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at

any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

12. 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 Table A shall be modified accordingly.

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

ACCOUNTS

18. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and in accordance with Sections 1, 6 and 7 of the Companies Act 1976.

TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

Names, addresses and descriptions of Subscribers



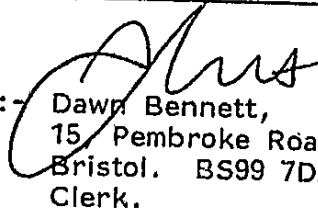
Michael Richard Councell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated 22nd April 1981

Witness to the above Signatures:-



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



Please do not
write in this
binding margin



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

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

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

Company number

1563895/5

Name of Company

FOUR ONE SIX O LIMITED

Limited*

* delete if
inappropriate

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

FLEET HOUSE. 11, NAPIER TERRACE, MUTLEY, PLYMOUTH
DEVON PL4 6ER.

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

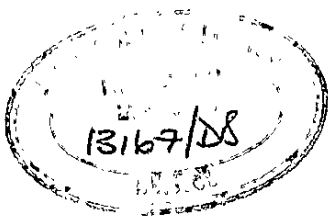
JORDAN & SONS LTD.

15 PEMBROKE ROAD

BRISTOL BS99 7DX

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):



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

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



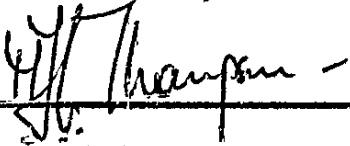
Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	PETER GORDON PRATT	Business occupation	JOINT
Former name(s) (note 3)	NONE	MANAGING DIRECTOR	Nationality
Address (note 4)	FLEET HOUSE 11 NARRIGA	BRITISH	Date of birth (where applicable) (note 6)
	TEWKESBURY MOTLEY PLYMOUTH		
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 6-4-81	

Name (note 2)	JEFFERY JOHN NICHOLSON	Business occupation	JOINT
Former name(s) (note 3)	NONE	MANAGER DIRECTOR	Nationality
Address (note 4)	5. NEATH ROAD.	BRITISH.	Date of birth (where applicable) (note 6)
	ST. JUDES. PLYMOUTH. DEVON		
	PL4.8TF		
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 6-4-81.	

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	

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.

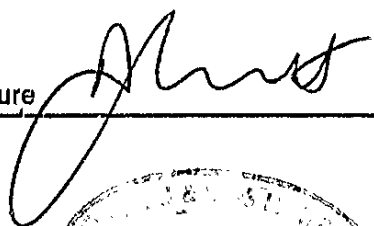
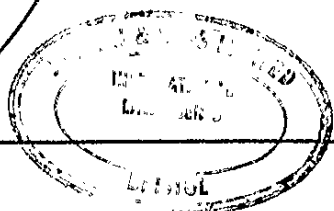
Name (notes 2 & 7)	MICHAEL JOHN LOGIE THOMPSON	
Former name(s) (note 3)	NONE	
Address (notes 4 & 7)	5, St LAURENCE ROAD, PLYMOUTH PL4 6HR	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 6 th April 1981

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 6-4-81
Signature 	[Subscriber] [Agent]†	Date 6-4-81



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 1563895

I hereby certify that

FOUR ONE SIX O LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 26TH MAY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

G

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

22/4

10

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

To the Registrar of Companies

For official use Company number

☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐

1563895

Name of Company

FOUR-ONE-SIX-O

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] [special] resolution of the company dated 28th SEPTEMBER 1982
23rd NOVEMBER 1982
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 80,000-00 beyond the registered capital of £ 20,000

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
80,000	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:

EACH SHARE TO HAVE ONE VOTE

Please tick here if
continued overleaf

☐

*delete as
appropriate

Signed C W F James

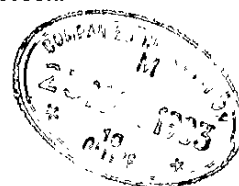
[Director] [Secretary] Date 21/2/83

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

C. W. F. JAMES
5 WESTBOURNE RD
PEVERELL
PLYMOUTH

For official use
General section

Post room



No. of
COMPANY 1563895

8

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

FOUR-ONE-SIX-0 LIMITED

PASSED THE 28th of September 1982

AT AN EXTRA ORDINARY GENERAL MEETING OF THE ABOVE COMPANY
DULY CONVENED AND HELD AT THE OLD ROAD INN LAIRA PLYMOUTH
ON THE 28th of SEPTEMBER 1982

THE FOLLOWING RESOLUTION WAS DULY PASSED:-

THAT THE CAPITAL OF THE COMPANY BE INCREASED TO £100,000.
BY THE CREATION OF 80,000. shares of £1. each to be issued
on such terms and at such time as the Board should determine
but such shares to be non-voting

SIGNED

C. W. F. James

SECRETARY

C. W. F. JAMES

DATE

28/2/1982





Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ.

1 5-9
Tel: Cardiff (0222) 380052

FOUR ONE SIX O LIMITED
20 OLD LAIRA ROAD
LAIRA
PLYMOUTH
DEVON

Please address any reply to the Registrar

quoting reference DEF6 1563895

Gazette Date ²⁶ AUGUST 1986

COMPANIES ACT 1985

FOUR ONE SIX O LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

A D FELLOWS
for Registrar

1803

FILE COPY

HD602

STRIKING OFF ACTION DISCONTINUED

FOUR ONE SIX O LIMITED

- 1563895

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 26 AUGUST 1985

S. Roberts
for Registrar

CLASSI DATE

- 9 SEP 1986

C R O

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

[] [] [] []

1563895

Name of company

* FOUR ONE SIX ZERO LTD. 4160 LTD.

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23rd OCTOBER 1991 the nominal capital of the company has been
increased by £ 20,000 beyond the registered capital of £ 100,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

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 follow:

The increased share capital of £20,000 is divided into
40,000 shares of fifty (50) pence each. These shares can
only be issued to the West Somerset Railway Association and
each share of fifty pence carries one vote.

Please tick here if
continued overleaf



‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Paul F. Johnson
NIAE

Designation‡ MAN. DIRECTOR.

Date 29/10/91.

Presentor's name address and
reference (if any):

PAUL F. JOHNSON.
3. PARK TERRACE
MINEHEAD.
SOMERSET.
(WEEK DAY ADDRESS).

For official Use
General Section

Post room

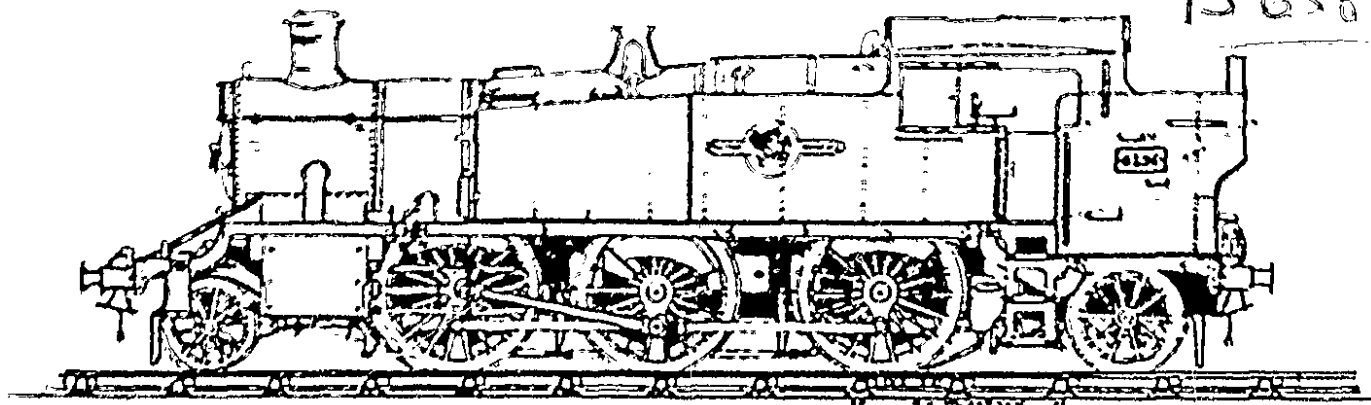
COMPANIES HOUSE

25 NOV 1991

M

76

15 63895



4160

Ltd,
Telephone ().


Date 29/OCTOBER/91 Ref.....

NOTICE OF INCREASE OF NOMINAL SHARE CAPITAL

Resolution passed at the Annual General Meeting of 4160 Ltd. on 23rd October 1991:

The authorised share capital of the Company be increased from £100,000 to £120,000 by the creation of 40,000 50pence shares for issue to the West Somerset Railway Association only.

This is a certified true copy of the resolution.

Signed  NINE
29/10/91.

Paul F. Johnson
Managing Director
4160 Ltd.



Registered Office - 12 Merrivale Road, Honicknowle, PLYMOUTH, PL5 3SH

COMPANY NO: 1563895,

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTION(S)
OF

FOUR ONE SIX ZERO (4160) LIMITED LIMITED/~~PLC~~
PASSED ON THE 23rd. DAY OF OCTOBER. 1991.

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT
THE HYDE PARK HOTEL, MUTLEY PLAIN, PLYMOUTH, DEVON


ON THE 23rd. DAY OF OCTOBER 1991,

THE FOLLOWING RESOLUTION(S) * WAS/~~WERE~~ DULY PASSED:-

The enclosed Articles of Association, dated 23rd October 1991, were adopted in place of the previous Articles of Association, dated 26th May 1981, and confirmed at the Annual General Meeting as follows:

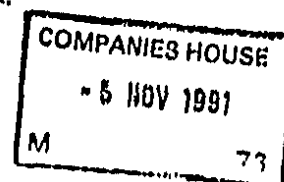
Proposed by Paul Brenton, Seconded by Eddie White

Votes for - 34 Votes against - 2 Abstentions - 5

SIGNED  Paul Brenton N/A MAN. DIRECTOR.

* DIRECTOR/SECRETARY OF COMPANY

DATE 29 OCTOBER. 1991.



*Delete as appropriate

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

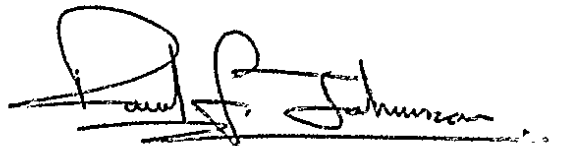
No. 1563895

ARTICLES OF ASSOCIATION OF

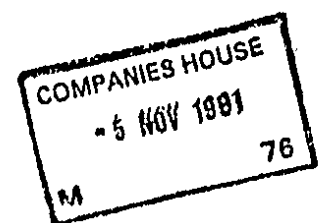
FOUR ONE SIX O LIMITED

ADOPTED 23rd October 1991

SIGNED.

A handwritten signature in dark ink, appearing to read "Paul F. Johnson". The signature is written in a cursive, flowing style with a horizontal line underneath.

MANAGING DIRECTOR.



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

FOUR ONE SIX O LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1980 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulation (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

CAPITAL

2. The share capital of the Company at the date of adoption of these articles is £120,000 divided into 100,000 ordinary shares of £1 each ("Ordinary Shares") and 40,000 ordinary shares of 50 pence each ("Association Shares")

RIGHTS ATTACHING TO SHARES

3. a) Voting

At general meetings of the Company on a poll a holder of ordinary shares shall have one vote for each ordinary share held by him and a holder of Association Shares shall have one vote for each Association Share held by him.

b) Issue

i) Association Shares shall be issued only to the West Somerset Railway Association or as it shall direct

ii) Ordinary Shares shall be under the control of the Directors who may (subject to Section 80 Companies Act 1985) allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit.

iii) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

iv) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and

SIGNED.

Paul F. Johnson
Paul F. Johnson - NINE

grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

c) Appointment of Directors

The holders of a majority in nominal value of the issued Association Shares shall be entitled at any time and from time to time to appoint one person to be a director of the Company ("Association Director") to determine the period for which such person is to hold office and to remove any Association Director from office. An Association Director shall not be subject to retirement by rotation.

d) Resolutions

No resolution relating to any of the following of the Board of Directors or of the Company in General Meeting shall be valid unless approved by the Association Director or the holders of a majority in nominal value of the issued Association Shares (as appropriate)

i) an increase reduction consolidation or division of the nominal capital of the Company

[ii) an increase in the maximum number of directors to be appointed by the Company

iii) any alteration of the main objects of the Company]

[ii) any change in the memorandum or articles of association of the Company]

iv) the sale of THE LOCOMOTIVE #160.

v) any change to the Company's business

vi) the allotment to or the approval of any transfer whereby any person becomes the registered owner of more than 15,000 ordinary shares

vii) the allotment of any ordinary shares on any basis where not less than its full nominal value or issue price (if greater) is not paid in full on allotment

viii) the borrowing of any monies by the Company

SIGNED

Paul F. Johnson NIAE.

ix) the creation by the Company of any mortgage defective charge or incumbrance affecting the whole or any part of its assets or undertaking

4. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up ordinary shares and the Company shall also have a first and paramount lien on all ordinary shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly

5. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call"

6. The liability of any Member in default of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason or such non-payment"

GENERAL MEETINGS AND RESOLUTIONS

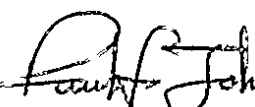
7. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of any other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company

8. Clause 54 in Table A shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end

9. Subject to the provisions of the Companies Acts 1948 to 1980, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in the like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

10. a) Clause 75 in Table A shall not apply to the Company

SIGNED.  JOHNSON NIAE.

b) There shall be a maximum of four directors of the Company and no more than one of whom shall be an Association Director. The minimum number of directors shall be two one of whom shall be an Association Director

c) The quorum necessary for the transaction of the business of directors shall be the Association Director (or his alternate) and one other director

d) The Directors shall not be required to retire by rotation and accordingly

i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company

BORROWING POWERS

11. a) Subject to Article 3(d) the Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and, subject to Section 14 of the Companies Act 1980 if applicable, to grant any mortgage, charge or standard security over 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

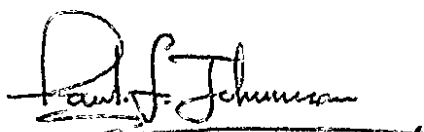
b) Accordingly, Clause 79 in Table A shall not apply to the Company

ALTERNATE DIRECTORS

12. a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company

b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration

SIGNED



otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to the Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor

c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings

d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting

e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

POWERS OF DIRECTORS

13. 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 Table A shall be modified accordingly

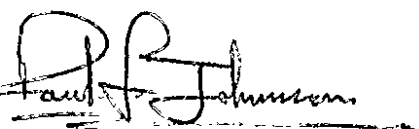
14. a) The Directors may exercise the powers of the Company conferred by Clause 3(s) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

b) Accordingly, Clause 87 in Table A shall not apply to the Company

15. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly

16. Clause 88 in Table A shall be read and construed as if the

SIGNED.



words "becomes incapable by reason of mental disorder illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind"

17. A resolution in writing pursuant to Clause 106 in Table A may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors

MEETINGS OF DIRECTORS

18. a) The Directors shall meet for the despatch of business not less frequently than [THREE TIMES ANNUALLY]
- b) No meeting of directors shall be validly held unless convened by not less than [3 days] notice given to every director save where all directors otherwise agree

INDEMNITY

19. a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 1449 of the Companies Act 1985 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985
- b) Accordingly, Clause 136 in Table A shall not apply to the Company


ACCOUNTS

20. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with the Companies Act 1985

PROCEEDINGS AT GENERAL MEETINGS

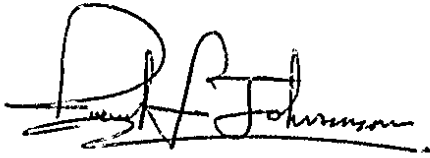
21. The quorum necessary for the transaction of business at a general meeting of the company shall be one Association Shareholder and ten ordinary shareholders

SIGNED

 Paul Johnson N/AE

TRANSFER OF SHARES

22. a) A transfer of a fully paid share need not be executed by or on behalf of the transferee; and a Clause 22 in Table A shall be modified accordingly
- b) The Directors shall have no power to decline to register the transfer of any Association share
- i) to a member already registered as the holder of one of more Association Shares
- ii) From a nominee of or a trustee for a holder of one or more Association Shares to another, replacement or additional nominee or trustee where the beneficial owner thereof delivers with the appropriate transfer a certificate as to such fact and that there is no change in the beneficial ownership thereof
23. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company

SIGNED.  NINE.

MANAGING DIRECTOR.

1563895

**L.A. LAMERTON
& CO.
ACCOUNTANTS**

1563895
Plymouth Devon PL5 4SL
Telephone 4072 0000
Fax 4072 0000

Notice of Resignation

Company: S.A. Henwood A.C.A.

Ref: SAH/AVJ/1614

Ref: SAH/AVJ/1614

Date:

20th September, 1994

The Directors,
Four One Six O Limited,
12 Merrivale Road,
Honicknowle,
PLYMOUTH. PL5 3SH.

Dear Sirs,

Following the exemptions conferred by subsection (1) of Section 249A and subsection (2) of Section 249B to the Companies Act 1985, I hereby give formal notice of my resignation as auditor of the company to take effect forthwith.

I would confirm that there are no circumstances connected with my resignation which should be brought to the attention of the members or the creditors of the company.

Yours faithfully,

S.A. HENWOOD A.C.A.

SAH

DATE

20/9/94

