

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE EASTERN LEASING COMPANY LIMITED

(As amended by Special Resolution passed
on the 27th day of April 1983)

1.+ The name of the Company is "THE EASTERN LEASING COMPANY LIMITED"

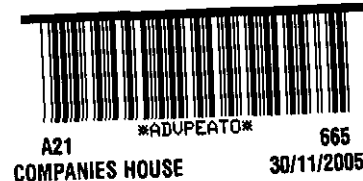
2. The Registered office of the Company will be situate in England.

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

(1) To buy, sell, take on lease, exchange or otherwise acquire or dispose of and to lend, let on hire, let on hire purchase or by way of any other credit arrangement and generally deal in plant, machinery and equipment of all kinds, vessels, rolling stock, aircraft and vehicles of all kinds, merchandise, commodities, produce, goods, articles and things of all kinds and to carry on any activities ancillary to or capable of being carried on in connection with all or any of the foregoing.

(2) To carry on any business, undertaking, transaction or operation whatever which may be lawfully carried on or undertaken by capitalists, promoters, financiers, bankers, issuing houses, financial agents, guarantors, underwriters, managers, traders, builders, engineers,

+ Changed from "VALEFERN LIMITED" by a Special Resolution passed on the 27th day of April 1983.



manufacturers, processors, contractors, importers, exporters, concessionaires, brokers including commodity and mortgage brokers, merchants, factors or mercantile agents, and generally to institute, enter into, carry on, assist or participate in financial, commercial, mercantile, industrial, manufacturing, mining, trading and other businesses, works, contracts, undertakings and financial operations of all kinds.

- (3) To carry on any other business or activity and do anything of any nature whatsoever which may seem to the Company capable of being conveniently carried on or done in connection with any business of the Company hereinbefore or hereinafter authorised or calculated directly or indirectly to enhance the value of or render profitable or more profitable all or any part of the Company's undertaking, property, assets, rights, skills or interests.
- (4) To subscribe or tender for, purchase or otherwise acquire, and to hold, dispose of, and deal with shares, stock, securities and evidence of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons and to promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure subscription of, participate in, manage or carry out any issue of the same and generally of investments of every kind, however constituted and wherever issued, and any options or rights in respect thereof.
- (5) To purchase, take on lease, hire, take options over or otherwise acquire for any estate or interest any property or assets or any concessions, grants or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company and to hold, improve, develop and turn to account and deal with the same in such manner as may be thought fit.
- (6) To acquire by purchase, lease, concession, grant, licence or otherwise any land, buildings, premises, leases,

underleases, rights or privileges and estate and interests therein of any kind and every kind and description and to hold improve develop and turn to account and deal with or dispose of the same as may be thought fit.

- (7) To apply for and take out, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, inventions, licences, secret processes, trade marks, designs, copyrights, protections and concessions and to disclaim, alter, modify, use, sell, grant licences to use or otherwise deal with 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.
- (8) To acquire and 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 this 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.
- (9) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable.
- (10) To borrow or raise money in any manner whatsoever, including (without limiting the generality of the foregoing) by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the undertaking, property or assets (present and future) of the Company, including its uncalled capital, or without any such

security, and upon such terms as to priority or otherwise, as the Company shall think fit.

- (11) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.
- (12) To receive money on deposit, with or without allowance of interest thereon.
- (13) 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, sell or otherwise deal with any investments made.
- (14) To enter into any guarantee, contract of indemnity or suretyship and in particular (without limiting the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether 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 all or any of such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and any premiums, interest and dividends on, any securities or borrowed moneys of any person including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (15) To lend money to, or grant or provide credit or financial accommodation, with or without security to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interest of its Members.
- (16) To procure the registration or incorporation of the

Company in or under the laws of any place outside England and to establish and maintain branches, agencies and representative offices in Great Britain and elsewhere.

- (17) To take, make, execute, or enter into, commence, carry on prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to obtain or assist in obtaining or oppose the obtaining of, Acts of Parliament, Provisional Orders, Conditional Orders, Decrees, Concessions, or other authorities or rights in any part of the world.
- (18) To enter into any arrangements with any Governments or authorities (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.
- (19) To establish and maintain or contribute to or procure the establishment and maintenance of or contribution to, any pension or superannuation or death benefit funds or schemes (whether contributory or otherwise) for the benefit of, and to 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 its holding company or is a subsidiary of the Company or any such holding company or of any company or body to whose business the Company is, in whole or in part, its successor, directly or indirectly, or of any company which is otherwise allied to or associated with the Company, or who are or were at any time directors or officers of the Company or of any such other company or body and the wives, widows, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, societies, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company or body, and to subscribe and make payments towards the insurance of any such persons and towards any medical charitable or educational institu-

tions to which they or any of them have applied or may apply for assistance or relief.

- (20) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (21) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character or for any purpose which may be considered likely directly or indirectly to further the interest of the Company, its members or employees.
- (22) To sell, dispose of, transfer, mortgage or charge, or otherwise deal with or turn to account the business, undertaking, property or assets of the Company, or any part thereof, for any consideration (if any) which the Company may see fit to accept and in particular to sell or otherwise dispose of any debts due or to become due to the Company to factors or others for collection and as agents for such factors or others in collection of debts so sold and to enter into any obligations for recourse or otherwise in connection therewith.
- (23) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- (24) To distribute in specie or otherwise as may be resolved all or any of the property or assets of the Company among its Members and, in particular the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the Company.

- (25) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (26) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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 paragraph) shall be separate and distinct objects of the Company and shall not in any way be limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs define the objects of a separate distinct and independent company.

4. The liability of the Members is limited.

5.** The Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

* This Clause was adopted by Special Resolution passed on the 27th day of April 1983

** The original capital of the Company was £100 divided into 100 Ordinary Shares of £1 each. By a Special Resolution passed on the 27th day of April 1983 the capital was increased to £1,000 by the creation of an additional 900 Ordinary Shares of £1 each. By a special resolution passed on 20 January 2003 the capital was increased to £1,001 by the creation of 1 additional ordinary share of £1. By written resolution dated 23 November 2005 the capital was increased to £2,000 by the creation of 999 additional Ordinary 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 Sub- scriber
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MICHAEL RICHARD COUNSELL

15 Pembroke Road,
Bristol BS99 7DX.

One

Commercial Manager

CHRISTOPHER CHARLES HADLER

15 Pembroke Road,
Bristol BS99 7DX

One

Commercial Manager

DATED this 1st day of June 1982

Witness to the above Signatures :-

Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX.

Clerk