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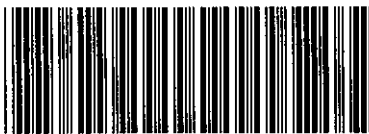
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1994997

The Registrar of Companies for England and Wales hereby certifies that
UGC LIMITED

having by special resolution changed its name, is now incorporated
under the name of
UNIPART GROUP OF COMPANIES LIMITED

Given at Companies House, Cardiff, the 15th June 2006



C01994997E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

(Registered in England No. 1994997)

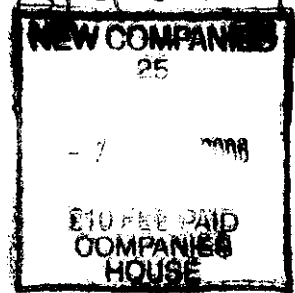
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

UGC LIMITED



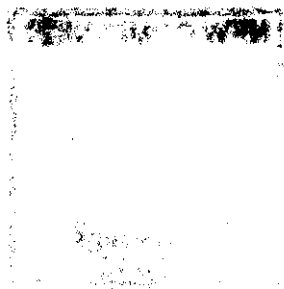
At an annual general meeting of UGC Limited, duly convened and held at Unipart House, Cowley, Oxford OX4 2PG on 25 May 2006, the following resolutions were passed as special resolutions.

SPECIAL RESOLUTIONS

THAT the name of the Company be changed to Unipart Group of Companies Limited.

THAT the Articles of Association of the Company be and are hereby amended by the deletion of the existing Article 130 and the addition of a new Article 130 as follows:

- 130.1 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him:
- (i) to the Company or to any associated company; or
 - (ii) to pay a fine imposed in criminal proceedings; or
 - (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
 - (iv) in defending any criminal proceedings in which he is convicted; or
 - (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him; or
 - (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:



- (a) section 144(3) or (4) of the Act (acquisition of shares by innocent nominee); or
- (b) section 727 of the Act (general power to grant relief in case of honest and reasonable conduct).

130.2 In article 130.1(iv), (v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final:

- (i) if not appealed against, at the end of the period for bringing an appeal, or
- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of.

An appeal is disposed of:

- (1) if it is determined and the period for bringing any further appeal has ended, or
- (2) if it is abandoned or otherwise ceases to have effect.

130.3 In article 130, "associated company", in relation to the Company, means a company which is a subsidiary of the Company, or a holding company of or a subsidiary of any holding company of the Company.

130.4 Without prejudice to article 130.1 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 727 of the Act (general power to grant relief in case of honest and reasonable conduct) or to enable a director to avoid incurring any such expenditure.

130.5 Where at any meeting of the board or a committee of the board any arrangement falling within paragraph 130.4 above is to be considered, a director shall be entitled to vote and be counted in the quorum at such meeting unless the terms of such arrangement confers upon such director a benefit not generally available to any other director. In that event, the interest of such director in such arrangement shall be deemed to be a material interest for the purposes of article 104 and he shall not be so entitled to vote or be counted in the quorum.

130.6 To the extent permitted by the Act, the board may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:

- (i) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or

- (ii) trustee of a retirement benefits scheme or other trust in which a person referred to in sub-paragraph 130.6(i) above is or has been interested,

indemnifying him and keeping him indemnified against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

A handwritten signature in black ink, appearing to read "Robert Brown". The signature is fluid and cursive, with a long horizontal stroke at the end.

.....
Deputy Company Secretary

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN CONSENT

of the

"D" ORDINARY SHAREHOLDERS

of

UGC LIMITED

WE, being all the holders ("D" Ordinary Shareholders") of Founders "D" Ordinary Shares (the "D" Ordinary Shares") of 0.5p each in the capital of the Company who are entitled to attend and vote at a meeting of the "D" Ordinary Shareholders, hereby consent, in accordance with Article 77 of the Articles of Association of the Company, to the modification of the Articles of Association pursuant to the passing and the implementation of special resolution 4 set out in the Notice of Meeting dated 28 April 2006 convening an Annual General Meeting of the Company on 25 May 2006.

Signature:

J M Neill

Dated

25 May 2006

Signature

A J Mourgue

Dated

25 May 2006



certified true copy of
the original

Robert O'Brien

Robert O'Brien

Deputy Company Secretary