

Company No. 2601916

The Companies Act 1985

Company Limited by Shares

Resolution

of

PARKWOOD SPECIALIST COACHWORKS LIMITED

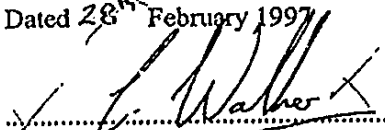
At an Extraordinary General Meeting of the Company duly convened and held on ^{16th} 28th February 1997 the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT:

1. The authorised share capital of the Company be increased from £100 to £300,000 by the creation of 199,900 additional Ordinary Shares and 100,000 Preference Shares having the rights set out in the new Articles of Association adopted pursuant to this resolution.
2. The regulations contained in the document attached hereto marked "A" and for the purpose of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

Dated 28th February 1997


.....
Chairman



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Articles of Association
of

PARKWOOD SPECIALIST COACHWORKS LIMITED

(Adopted by Special Resolution passed on *28th February* 1997)

PRELIMINARY

1. 1.1 The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company save as excluded or varied hereby, and such Regulations save as so excluded or varied together with these Articles shall be the Articles of association of the Company.
- 1.2 The following Regulations of Table A shall not apply to the Company, Regulations 3, 24, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94 and 95.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59, and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.
4. 4.1 All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and

generally in such manner as they think fit;

- 4.2 The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allowed after the expiry of such authority;
- 4.3 Unless and until the authority conferred by 4.2 above is revoked, renewed or varied:
- (a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of the unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;
 - (b) such authority shall expire on the fifth anniversary of the date of the adoption of these Articles.

SHARE CAPITAL

5. The share capital of the Company at the date of the adoption of these Articles is £300,000 divided into 200,000 Ordinary Shares and 100,000 8 per cent. (net) Cumulative Redeemable Preference Shares of £1 each.
6. The following are the rights of the 8 per cent. (net) Cumulative Redeemable Preference Shares of £1 each ("Preference Shares") and the limitations and restrictions to which they are subject.

6.1 Income

Out of the profits available for distribution and resolved to be distributed, the holders of the Preference Shares shall be entitled in priority to any payment of dividend to the holders of any other class of shares to be paid in respect of each financial year or other accounting period of the Company a fixed cumulative preferential dividend ("preferential dividend") at the rate of 8 per cent. per annum (exclusive of any associated tax credit available to shareholders) on the nominal capital for the time being paid up or credited as paid up thereon, such dividend to be paid half-yearly on 30th April and 30th October (or, if any such date shall be a Saturday, Sunday or public holiday in England, on the first business day following such date) ("fixed dividend dates") in each year in respect of the half-years ending on those respective dates, save that the first such payment in respect of each Preference Share shall be due on a pro rata basis on the first such dividend payment date falling after the date of issue of the relevant share. Payments of preferential dividends shall be made to holders on the register at any date selected by the Directors up to 42 days prior to the relevant fixed dividend

date. The holders of the Preference Shares shall not be entitled to any further right of participation in the profits of the Company. Subject thereto and any special rights which may be attached to any other class of shares, the profits of the Company available for distribution and resolved to be distributed shall subject to the provisions of the Companies Act 1985 be distributed by way of dividend among the holders of the Ordinary Shares.

6.2 Capital

On a return of capital on winding-up or (other than on conversion redemption or purchase of shares) otherwise, the holders of the Preference Shares shall be entitled in priority to any payment to the holders of any other class of shares to the repayment of a sum equal to the nominal capital paid up or credited as paid up on the Preference Shares held by them respectively together with a sum equal to all arrears and accruals (if any) of the said preferential dividend irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the date of commencement of the winding-up (in the case of a winding-up) or the return of capital (in any other case). The holders of the Preference Shares shall not be entitled to any further right of participation in the assets of the Company. The balance of such assets subject to any special rights which may be attached to any other class of Shares shall be applied in repaying to the holders of the Ordinary Shares the amounts paid up on such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

6.3 Voting and General Meetings

- (a) The holders of the Preference Shares shall, by virtue of and in respect of their holdings of Preference Shares, have the right to receive notice of, attend, speak and vote at a General Meeting of the Company only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares, or for winding-up of the Company, or for sanctioning the sale of the undertaking of the Company in which case they shall only be entitled to vote on such resolution.

Save as aforesaid, the Preference Shares shall not confer on the holders thereof the right to receive notice of, attend, speak or vote at any General Meeting of the Company but they shall entitle the holders to receive copies of notices of General Meetings for information only.

- (b) Whenever the holders of the Preference Shares are entitled to vote at a General Meeting of the Company, upon any resolution proposed at such a General Meeting, on a show of hands every holder thereof who is present in person or (being a corporation) by a representative shall have

one vote and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of each fully-paid Preference Share registered in the name of such holder.

6.4 Redemption and purchase

- (a) A Preference Shareholder may by serving notice on the Company require the Company to redeem all or part of his holding of Preference Shares on any dividend payment date falling on or after 30th April [1997] or (with the prior written consent of not less than 75% of the Directors) at any time. The date when such redemption is to be effective as aforesaid is hereinafter called the "Redemption Date".
- (b) The Company shall have the right, subject to the Companies Act 1985, to redeem at any time the whole or any part of the Preference Shares for the time being issued and outstanding upon giving to the holders of the particular Preference Shares to be redeemed not less than 28 days' prior notice in writing of the date (the "Redemption Date") when such redemption is to be effective.
- (c) In the case of partial redemption under sub-paragraph (a) or (b) above, the Company shall redeem the Preference Shares on a pro rata basis.
- (d) Any notice given under sub-paragraph (a) or (b) above shall specify the particular Preference Shares to be redeemed, the applicable Redemption Date and the place at which the certificate for such Preference Shares are to be presented for redemption and upon such Redemption Date the Company shall redeem the particular Preference Shares to be redeemed on that date and each of the holders of the Preference Shares concerned shall be bound to deliver to the Company at such place the certificates for such of the Preference Shares concerned as are held by him (or, in default, an indemnity satisfactory to the Company). Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificate so delivered to the Company includes any Preference Shares not to be redeemed on the relevant Redemption Date, a fresh certificate for such Preference Shares shall be issued free of charge to the holder delivering such certificate to the Company.
- (e) There shall be paid on each Preference Share redeemed under sub-paragraph (a) or (b) above the amount paid up thereon together with a sum equal to all arrears and accruals (if any) of the preferential dividend thereon irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the Redemption Date.

- (f) As from the relevant Redemption Date of Preference Shares to be redeemed under sub-paragraph (a) or (b) above, the preferential dividend shall cease to accrue thereon except in the case of any such Preference Shares in respect of which, upon due presentation of the certificate relating thereto, payment of the redemption moneys shall be refused and such Preference Shares shall be treated as having been redeemed, whether or not the certificate therefor shall have been delivered and the redemption moneys paid, and such redemption moneys, if remaining unpaid, shall constitute a debt of the Company subject to all the provisions of these Articles relating to moneys payable on or in respect of a share.
- (g) If the Company shall be unable in compliance with the Companies Act 1985 to redeem all or any of the Preference Shares in accordance with any of the provisions of this sub-paragraph 6.4, then on the relevant date the Company shall nevertheless redeem such number of shares as may lawfully be redeemed at that time, and the Preference Shares shall be redeemed on a pro rata basis. The Company shall redeem the remaining shares which otherwise would have fallen to be redeemed as soon after such date or dates as the Company shall be able to in compliance with the Companies Act 1985. Not less than 28 days prior notice in writing of any such redemption shall be given to the holders of the Preference Shares.
- (h) If any holder of any of the Preference Shares to be redeemed shall fail or refuse to deliver up the certificate or certificates held by him at the time and place fixed for the redemption of such shares or shall fail or refuse to accept payment of the redemption moneys payable in respect thereof, the redemption moneys payable to such holder shall be set aside and paid into a separate interest-bearing account with the Company's bankers (designated for the benefit of such holder) and such setting aside shall be deemed for all purposes hereof to be a payment to such holder and all the said holder's rights as a holder of the relevant Preference Shares shall cease and determine as from the date fixed for the redemption of such shares and the Company shall thereby be discharged from all obligations in respect thereof. The Company shall not be responsible for the safe custody of the moneys so placed on deposit or for interest thereon except such interest as the said moneys may earn while on deposit less any expenses incurred by the Company in connection therewith.
- (i) The receipt of the registered holder for the time being of any Preference Shares or in the case of joint registered holders the receipt of any of them for the moneys payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.
- (j) Subject to the provisions of the Companies Act 1985, the Company may at any time purchase Preference Shares (provided that the fixed dividend

shall have been paid in full up to and including the last half yearly date fixed for payment) by tender or by private treaty (in either case available equally to all holders of Preference Shares) but may not otherwise purchase any Preference Shares.

- 6.5 Any amendment to these Articles or to the Memorandum of Association shall be deemed to be a variation of the rights attached to the Preference Shares.

ISSUE OF SHARES

7. The authorised share capital of the Company shall consist only of Preference Shares of £1 each and Ordinary Shares of £1 each.
8. Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and Section 89(1) of the Companies Act 1985 shall not apply.

REDEMPTION OF SHARES

9. Subject to the provisions of the Act shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special resolution before the issue thereof.

LIEN

10. The lien conferred by Regulation 8 of Table A shall also attach to:
- 10.1 fully paid shares;
- 10.2 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.

TRANSFER OF SHARES

11. The transferor shall be deemed to remain the holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.
12. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether or not it is fully paid.

PROCEEDINGS AT GENERAL MEETINGS

13. 13.1 If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting, the meeting shall stand

adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

- 13.2 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.
14. 14.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of, the show of hands a poll is duly demanded.
- 14.2 A poll may be demanded:
- (a) by the Chairman; or
 - (b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or
 - (c) by a duly authorised representative of a corporation.
- 14.3 The demand for a poll may before the poll is taken, be withdrawn.
- 14.4 A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
15. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

16. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.
17. 17.1 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- (a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or
 - (b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the company in relation

to the meeting, be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 17.2 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

18. 18.1 The number of Directors shall be not more than seven but need not exceed one.
- 18.2 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 and by Table A.

ALTERNATE DIRECTORS

19. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

20. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

REMOVAL OF DIRECTORS

21. There shall be inserted after Regulation 81(e) of Table A in its application to the Company a new Regulation 81(f) as follows:

"(f) notice in writing to that effect is received at the office of the Company signed by or on behalf of the holder or holders of not less than 75% in nominal value of the shares having a right to attend and vote at a general meeting of the Company, such notice being effective immediately upon the same being received at the office notwithstanding anything contained in any agreement between the Company and the Director named in the notice".

PROCEEDINGS OF DIRECTORS

22. The word "not" shall be omitted from the third sentence of Regulation 88 of Table A in its application to the Company.

23. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.
24. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by notice of his approval to the Company by letter, telex, cable, fax, or other similar means.
25. A director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company unless he has duly notified his interest to the company.

INDEMNITY

26. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses, or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.