

FILE COPY



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

Company No. 2946537

The Registrar of Companies for England and Wales hereby certifies that
FLEETNESS 202 LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 7th July 1994

A handwritten signature in dark ink, appearing to be 'M. J. ...'.

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

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

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[[[]]

[]

Name of company

* FLEETNESS 202 LIMITED

* Insert full
name of Company

I, SARAH MARGARET WILLIAMS
of 82 SHAW HALL BANK ROAD, GREENFIELD, SADDLEWORTH
LANCS OL3 7LE

† delete as
appropriate


do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~
~~(person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2))~~ and that all the requirements of the above Act in respect of the registration of the

above company and of matters precedent and incidental to it 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 TRINITY COURT
JOHN DALTON STREET
MANCHESTER

Declarant to sign below

the TWENTY FOURTH day of JUNE
One thousand nine hundred and NINETY FOUR
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.

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

PANNONE & PARTNERS
41 Spring Gardens
Manchester
M2 2BB

Ref: CST/RS

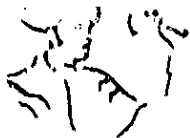
For official Use
New Companies Section

Post room



J09752JI

JMA RECEIPT DATE: 30/06/94



OYEZ

CHA1



J09762JJ

JMA RECEIPT DATE: 30/06/94

10

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

This form should be completed in black.

Company name (*in full*)

CN

For official use

FLEETNESS 202 LIMITED

Registered office of the company on
incorporation.

RO

41 Spring Gardens

Post town

County/Region Manchester

Postcode M2 2BB

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

PANNONE & PARTNERS

41 Spring Gardens

Manchester

Postcode M2 2BB

Telephone 061-832-3000

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MR
Christopher Robin Fearn	
Fozard	
AD	36 Sunnybank Road
Post town Bowdon	
County/Region Cheshire	
Postcode WA13 3PW	
Country England	
I consent to act as secretary of the company named on page 1	
Signed	<i>R. Fearn</i>
Date	24/6/94

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

CD	MR
Steven Richard	
Grant	
AD	3 Kingston Avenue
Post town Didsbury	
County/Region Manchester	
Postcode M20 8SB	
Country England	
DO	11/8/11/5/9
Nationality NA British	
OC	Solicitor
OD	
I consent to act as director of the company named on page 1	
Signed	<i>SG</i>
Date	24/6/94

* Voluntary details

Consent signature

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature


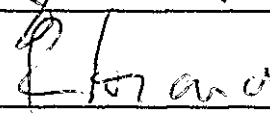
CD	
AD	
Post town	
County/Region	
Postcode	Country
DO	Nationality NA
OC	
OD	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed		Date	24/6/94
Signed		Date	24/6/94
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

FLEETNESS 202 LIMITED

1. The Name of the Company is FLEETNESS 202 Limited. 2946537
2. The Registered Office of the Company will be situate in England.
- 3.1 The object of the Company is to carry on business as a general commercial company pursuant to Section 3A of the Companies Act 1985 ("the Act");
- 3.2 Without prejudice to the generality of 3.1 above the Company also has the following objects:
 - 3.2.1 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.
 - 3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, patents, patent rights, brevets d'invention, licences, secret processes, designs, and other protections and rights whatsoever 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.
 - 3.2.3 To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, property and assets of any person, firm, or company carrying on or proposing to carry on

all or any of the objects for the time being of the Company 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 (whether by sale or purchase and whether as to all or part of the shares or undertaking of the Company or other person, firm or company and with or without winding up), 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.

- 3.2.4 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.
- 3.2.5 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 application which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.2.6 To enter into any arrangements with any government or authority 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.

- 3.2.7 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.2.8 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to enter any arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.2.9 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 operation 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.
- 3.2.10 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.2.11 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.
- 3.2.12 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.

3.2.13 To guarantee, grant indemnities in respect of, support or secure, 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 both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any person firm or company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein and without prejudice to the generality of the foregoing and insofar as the same is not prohibited by law in the same manner to guarantee, grant indemnities in respect of, support or secure the performance of obligations and liabilities incurred by any person firm or company in connection with or for the purpose of the acquisition of shares in the Company or in any holding company of the Company.

3.2.14 To advance or lend money or give any credit to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) on such terms as may be thought fit and with or without security, and to give financial assistance as statutorily permitted for the acquisition of any shares, debentures, option rights or other security of the Company or of any holding company of the Company.

3.2.15 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or

raising of money by the Company to become a member of any building society.

- 3.2.16 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally to secure any securities of the Company by a trust deed or other assurances.
- 3.2.17 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined in the Act, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.2.18 To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- 3.2.19 To invest and deal with any moneys in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.2.20 To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.2.21 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.2.22 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any part of the business or property and assets for the time being 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.
- 3.2.23 To purchase and maintain insurance for or for the benefit of any persons who are or were at any time officers, Directors (including non-executive Directors) employees or auditors of the

Company, or of any company in which the Company has any interest whether direct or indirect which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or any such other company or who are or were at any time trustees of any retirement benefits scheme or employee benefits trust in which employees or former employees of the Company or any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in relation to the Company or any such other company subsidiary undertaking or retirement benefits scheme or trust and to the extent permitted by law to indemnify or to exempt any such persons against or from any such liability;

- 3.2.24 To provide whether directly or indirectly any financial assistance permitted by the Act.
- 3.2.25 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.2.26 To procure the Company to be registered or recognised in any part of the world.
- 3.2.27 To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.2.28 To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them or any powers given to the Company by the Act.

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

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company in pursuance of this Memorandum of Association and we agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Christopher Robin Feans Forard

41 Spring Gardens
Manchester
M2 2BB

Forard

One

Steven Richard Grant

41 Spring Gardens
Manchester
M2 2BB

SR Grant

One

DATED the 24th day of June 1994

Witness to the above signatures:-

RA Seave

Trainee solicitor
41 Spring Gardens
Manchester
M2 2BB



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

FLEETNESS 202 LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (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.
2. In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in the Articles to any provision of the Act shall be construed as a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

3. Subject to Part V Chapter VII of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are or at the option of the Company or the shareholder are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution agree, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

ISSUE OF SHARES

4. Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph 6 below)

allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

- 5.1 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue 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 in General Meeting 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 like terms 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 any 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 therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph 5.1 shall have effect subject to Section 80 of the Act.
- 5.2 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.
6. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities 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 incorporation 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 in 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.

LIEN

- 7.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
- 7.2 Regulation 8 in Table A shall not apply to the Company

CALLS ON SHARES

8. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 12 per cent per annum; as may be agreed upon between the Directors and the member paying such sum in advance.

TRANSFER OF SHARES

9. The Directors may in their absolute discretion decline to register any transfer of any share, whether or not it is a fully paid share, without assigning any reason therefor. The first sentence of Regulation 24 of Table A shall be modified accordingly.

TRANSMISSION OF SHARES

10. Regulation 31 of Table A shall be read and construed as if the following sentence were added at the end of that Regulation:-

"Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

PROCEEDINGS AT GENERAL MEETINGS

11. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly.
- 12.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
- 12.2 Regulation 40 in Table A shall not apply to the Company.
13. Regulation 41 of 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 thereof.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

14. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised

shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

- 15.1 Unless and until the Company in General Meeting shall otherwise determine, there shall be no maximum or minimum number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by the Articles and in such circumstances the quorum for the transaction of the business of the Directors shall be one. Where the number of Directors exceeds one, the quorum shall be two or such other number as may be fixed in accordance with Regulation 89 of Table A.
- 15.2 Regulation 64 in Table A shall not apply to the Company.
- 16. A Director shall not be required to hold any shares in the Company but he shall nevertheless be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
- 17.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 17.2 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 18.1 The Directors shall not be required to retire by rotation and reference thereto in Regulation 76 of Table A shall be deleted.
- 18.2 Regulations 73 to 75 and 77 to 80 (inclusive) in Table A shall not apply to the Company.

19. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
20. Subject to Regulation 76 of Table A and without prejudice to the foregoing provision the Company may by Ordinary Resolution appoint any person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
21. A resolution agreed to over the telephone by each Director for the time being entitled to receive notice of a meeting of Directors or his alternate (or by such of those Directors or their alternates as have not signed a resolution to such effect in writing) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. A written memorandum of the resolution naming each Director or alternate who agreed such resolution over the telephone shall be prepared and signed by any such Director or alternate and entered in the book containing the minutes of the proceedings of the Directors and when so entered shall be prima facie evidence of the facts therein stated.

ALTERNATE DIRECTORS

22. A Director or any such other person properly appointed an alternate Director may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting 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 shall only count as one for the purpose of determining if a quorum is present.

POWERS AND DUTIES OF DIRECTORS

23. Without prejudice to the generality of Regulations 84 and 85 of Table A, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to

remuneration for professional services as if he were not a Director, Provided That nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

GRATUITIES AND PENSIONS

- 24.1 The Directors may exercise all the powers of the Company to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any Director or former Director of the Company or any Subsidiary or Holding Company (as defined in the Act) of the Company or another Subsidiary Company of any such Holding Company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such Director ceases to hold office or employment). A Director may vote at a meeting of Directors in respect of any matter referred to in this Article, notwithstanding that he is personally interested in such manner and shall be counted in the quorum present at the meeting.
- 24.2 Regulation 87 in Table A shall not apply to the Company.

BORROWING POWERS

25. The Directors may exercise all the powers of the Company to borrow money without limit and upon such terms and in such manner as they think fit, and to mortgage or charge its undertakings, property, and uncalled capital, or any part thereof, and subject (in the case of any security convertible into shares) to Section 80 of the Act 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.

CAPITALISATION OF PROFITS

26. Regulation 110 of Table A shall be read and construed as if it included a reference to any other reserve account of the Company.

THE SEAL

- 27.1 If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The requirement to affix the Company seal to share certificates in Regulation 6 of Table A shall apply only where the Company has a seal.
- 27.2 Regulation 101 in Table A shall not apply to the Company.

INDEMNITY

- 28.1 Subject to Section 310 of the Act each Director or other officer or auditor 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 judgement is given in favour or in which he is acquitted or in connection with any application under Section 144 or Section 728 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss or damage which may be incurred by the Company in the execution of the duties of his office or in relation thereto.
- 28.2 The Directors shall have power to purchase and maintain for any Director, officer or auditor of the Company insurance against such liability as is referred to in Section 310(1) of the Act.
- 28.3 Regulation 118 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Christopher Robin Fearn Forard

41 Spring Gardens
Manchester
M2 2BB

CF

Steven Richard Grant

41 Spring Gardens
Manchester
M2 2BB

SRG

Dated the 24th day of June 1994

Witness to the above signatures:-

[NA Score]

Trainee Solicitor
41 Spring Gardens
Manchester
M2 2BB

CARTS - 1405 28.6.94



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2946537

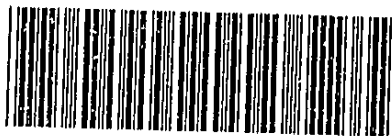
The Registrar of Companies for England and Wales hereby certifies that
FLEETNESS 202 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HERCULES COMMUNICATIONS LIMITED

Given at Companies House, Cardiff, the 15th December 1994


M.LEWIS

For the Registrar of Companies



C02946537C



C O M P A N I E S H O U S E

HC006B

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTION

- of -

FLEETNESS 202 LIMITED

PASSED 7th December 1994

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 41 Spring Gardens Manchester M2 2BB on the 7th day of December 1994 the following Resolution was passed as a Special Resolution:-

RESOLUTION

1. THAT the name of the Company be changed to Hercules Communications Limited

.....
Chairman

