

Company Number 04837196

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DOLPHIN MOTORHOMES LIMITED (the "Company")

passed on 10 July 2008

WEDNESDAY



A40 *A905D1G6* 157
16/07/2008
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

SPECIAL RESOLUTION

1 That

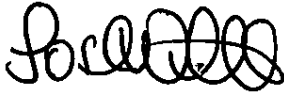
- a) the entire share capital of the Company be re-designated such that
 - i the 210,000 ordinary shares of £1 00 each owned by David Willis be re-designated as 'A' ordinary shares of £1 00 each
 - ii the 140,000 ordinary shares of £1 00 each owned by R J Willis be re-designated as 'A' ordinary shares of £1 00 each, and
 - iii the 350,000 ordinary shares of £1 00 each owned by Standset Limited be re-designated as 'B' ordinary shares of £1 00 each
- b) the memorandum of association of the Company be altered by
 - i the deletion of clause 5 and the substitution of the following clause 5 in its place -

"The Company's share capital is £700,000 divided into 350,000 A ordinary shares of £1 00 each and 350,000 B ordinary shares of £1 00 each "
 - ii the insertion of a new clause (E) after clause (D) with the following wording -

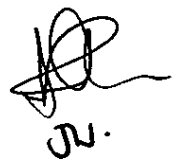
"(E) To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law "

and

- c) new articles of association of the Company in the form contained in the document submitted to the members and for the purposes of identification signed by a director be adopted in substitution for and to the exclusion of all the existing articles of association



Director



THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION*
OF
DOLPHIN MOTORHOMES LIMITED*

- 1 The Company's name is "DOLPHIN MOTORHOMES LIMITED"
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 The Company's objects are -
 - (A) (i) To carry on all or any of the businesses of agents on behalf of manufacturers and customers for the purchase and sale of, importers, exporters, servicers, repairers, fitters, hirers and letters on hire of and dealers in new and secondhand motorhomes, motor caravans, motor cars, motor cycles, scooters, vans, trailers, lorries, trucks, buses and other vehicles and dealers in motor spares, accessories, tyres, batteries, plant, machinery, engines, apparatus, implements, tools, body parts, spare parts, fittings, trimmings, furnishings, lubricants and supplies of all kinds, used or required in connection with or relating to motorhomes, motor caravans, motor cars, motor cycles and vehicles of all kinds, proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, self-drive car hire proprietors, mechanical and general engineers, panel beaters, painters and sprayers, welders and metal workers, coach and body builders and valet services, to participate in, undertake, perform and carry out all kinds of financial operations in connection with or relating to the financing of motorhomes, motor caravans, motor cars, motor cycles and commercial vehicles of all kinds
 - (ii) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A)(i) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company
- (B) To subscribe for, take purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stock, 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 stock, bonds, obligations or securities issued or guaranteed by any Government or Authority, municipal, local or otherwise, in any part of the world

* As amended by Written Resolution passed on 10 July 2008

* Change of Name from Freeborn Motorhomes Limited to Dolphin Motorhomes Limited

(C) 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

(D) To do all such things as are incidental or conducive to the above objects or any of them

(E) To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company

4 The liability of the Members is limited

5 The Company's share capital is £700,000 divided into 350,000 A ordinary shares of £1 00 each and 350,000 B ordinary shares of £1 00 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of Shares shown opposite my name

NAMES AND ADDRESSES OF SUBSCRIBER	Number of Shares taken by each Subscriber
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LONDON LAW SERVICES LIMITED, 69 Southampton Row London	1 SHARE
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Total Shares taken	1 SHARE
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Dated 17th July 2003



COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION*

OF

DOLPHIN MOTORHOMES LIMITED*

(the "Company")

1 PRELIMINARY

- 1 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (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
- 1 2 In these articles, the "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
- 1 3 In these articles, the "Godalming Business" means the business of the sale, resale and servicing of motorhomes and the sale of accessories carried out by the Company at Guildford Road, Godalming, Surrey, GU7 3BU,
- 1 4 In these articles, the "Southampton Business" means the business of the sale, resale and servicing of motorhomes and the sale of accessories carried out by the Company at Units 15 & 16, Solent Trading Estate, Shamblehurst Lane, Hedge End, Southampton, SO30 2FQ and 478 Bursledon Road, Southampton, SO19 8NH,

* As adopted by Written Resolution of the Member passed on 10 July 2008

* Change of Name from Freeborn Motorhomes Limited to Dolphin Motorhomes Limited

2 SHARE CAPITAL

- 2 1** The share capital of the Company is £700,000 divided into 350,000 A Ordinary Shares of £1 each and 350,000 B Ordinary Shares of £1 00 each
- 2 2** Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such time, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply
- 2 3** The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company 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 within that period The authority hereby given may be renewed, revoked or varied at any time by ordinary resolution of the Company in General Meeting

3 SHARE RIGHTS

- 3 1** The shares in the capital of the Company of whatever class shall rank parri passu in all respects and enjoy the same rights save in respect of any dividend, in which case the board of directors in its absolute discretion may declare dividends in different amounts in relation to different classes of share or declare a dividend for one class of share alone
- 3 2** In the case of a dividend in specie
- 3 2 1** the holders of the A Ordinary Shares from time to time shall be entitled to any dividend in specie approved or declared in respect of some or all of the rights and assets of the Southampton Business, and
- 3 2 2** the holders of the B Ordinary shares from time to time shall be entitled to any dividend in specie approved or declared in respect of some or all of the rights and assets of the Godalming Business

4 TRANSFER OF SHARES

4 1 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 the first sentence of Regulation 24 shall not apply to the Company

3 2 If a member (being the sole member and also the sole director of the Company) dies, any person becoming entitled to a share in consequence of the death or bankruptcy of that member shall have the right to require the company secretary to amend the Register of Members in accordance with the notice or instrument of transfer which he shall produce Regulation 30 shall be modified accordingly

5 PURCHASE OF OWN SHARES

Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares)

6 PROCEEDINGS AT GENERAL MEETINGS

6 1 An instrument appointing a proxy (and, whether it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll An instrument of proxy shall not be treated as valid until such delivery shall have been effected Regulation 62 shall be modified accordingly

7 NUMBER OF DIRECTORS

The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly. Whensoever the minimum number of all the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 in Table A shall be modified accordingly.

8 DELEGATION OF DIRECTORS' POWERS

In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers to any committee consisting of one or more Directors and one or more co-opted persons. The Directors may authorise the co-option to such a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 shall be modified accordingly.

9 DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated in any of the events specified in Regulation 81 and also if he shall resign in writing.

10 REMUNERATION OF DIRECTORS

Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 shall be extended accordingly.

11 PROCEEDINGS OF DIRECTORS

- 11.1 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

11 2 Regulations 94 to 97 (inclusive) shall not apply to the Company

11 3 Meetings of the Directors may be held by telephone and for the purposes of determining whether the quorum for the transaction of the business of the Directors exists any Director or Directors in communication either with a meeting, with any other Director or Directors shall be counted in the quorum Regulation 89 shall be modified accordingly

12 INDEMNITY

12 1 Subject to the provisions of the Act, the Company may

12 1 1 indemnify any person who is or was a director, directly or indirectly (including by funding any expenditure incurred or to be incurred by him), against any loss or liability whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company, any associated company or any occupational pension scheme of which the Company or any associated company is a trustee, and/or

12 1 2 purchase and maintain insurance for any person who is or was a director against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise in relation to the Company, any associated company or any occupational pension scheme of which the Company or any associated company is a trustee,

where for the purposes of this Article 10 1, the expression "associated company" bears the same meaning as in section 256 of the Companies Act 2006

12 2 Regulation 118 shall not apply to the Company

13 RESOLUTIONS IN WRITING

In Regulation 93 "writing" shall be deemed to include telex, telegram, cable, facsimile and other methods of reproducing or communicating writing in visible form

14 DIVIDENDS

Notwithstanding any other provision of these Articles, the Company may fix any date as the record date for any dividend or distribution and such record date may be on or any time before or after any date on which the dividend or distribution is declared, paid or made

Name and Address of Subscriber

London Law Services
69 Southampton Row
London
