

FILE COPY



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

Company No. 5260819

The Registrar of Companies for England and Wales hereby certifies that
MON 4 X 4 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 15th October 2004



N05260819I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

MON 4 x 4 LIMITED

I,

STEPHEN DAVID HAYES

of

PANT-Y-MEL, CARRAGLEFYN, CEMAES, ANGLESEY, WALES

† Please 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

AMMANCH IN THE COUNTY OF YNYS MON

Day Month Year

On

11 10 2004

• Please print name.

before me •

MURDIN WYN OWENS

Signed

[Signature]

Date

11.10.04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

VINCENT HOLLAND, 15 HURDSFIELD ROAD,

GREAT MOOR, STOCKPORT, CHESHIRE, ENGLAND

SK2 7ND

Tel 0161 483 8295

DX number ---

DX exchange ---

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



A44
COMPANIES HOUSE

0170
13/10/04

Form revised June 1998



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5260819

Company Name in full

MON 4 x 4 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

15 HURDSFIELD ROAD, GREAT MOOR,

Post town

STOCKPORT

County / Region

CHESHIRE, ENGLAND

Postcode

SK2 7ND

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

VINCENT HOLLAND

Address

15 HURDSFIELD ROAD

GREAT MOOR

Post town

STOCKPORT

County / Region

CHESHIRE, ENGLAND

Postcode

SK2 7ND

Number of continuation sheets attached

NIL

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

VINCENT HOLLAND

15 HURDSFIELD ROAD, GREAT MOOR, STOCKPORT,

CHESHIRE ENGLAND Tel 0161 483 8295

DX number --- DX exchange ---

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Registrar of Companies at:

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



AAA
COMPANIES HOUSE
13/10/04
Form April 2002

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

MON 4 x 4 LIMITED

NAME *Style / Title

NONE

*Honours etc

NONE

Forename(s)

STEPHEN DAVID

Surname

HAYES

Previous forename(s)

NONE

Previous surname(s)

NONE

Address ††

PANT-Y-MEL,

Post town

CARRAGLEFYN, CEMAES

County / Region

ANGLESEY

Postcode

LL68 0PW

Country

WALES

I consent to act as secretary of the company named on page 1

Consent

Date

08-10-04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

NONE

*Honours etc

NONE

Forename(s)

STEPHEN DAVID

Surname

HAYES

Previous forename(s)

NONE

Previous surname(s)

NONE

Address ††

PANT-Y-MEL,

Post town

CARRAGLEFYN, CEMAES

County / Region

ANGLESEY

Postcode

LL68 0PW

Country

WALES

Day Month Year

Date of birth

2 | 9 | 0 | 7 | 1 | 9 | 7 | 0

Nationality

ENGLISH

Business occupation

MOTOR MECHANIC

Other directorships

NONE

I consent to act as director of the company named on page 1


Consent signature

Date

08-10-04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	NONE		*Honours etc	NONE
Forename(s)		COLIN PAUL			
Surname		FORSTER			
Previous forename(s)		NONE			
Previous surname(s)		NONE			
Address † <input type="checkbox"/>	50 TY DDYN MOSTYN EST				
Post town		MENAI BRIDGE			
County / Region		ANGLESEY	Postcode	LL59 5D3	
Country		WALES			
Date of birth		Day	Month	Year	Nationality
		0 8	0 8	1 9 6 9	ENGLISH
Business occupation		MOTOR MECHANIC			
Other directorships		NONE			
I consent to act as director of the company named on page 1					
Consent signature				Date	08/10/04

This section must be signed by

Either

an agent on behalf
of all subscribers


Signed

Date

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

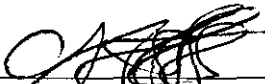
Signed



Date

08-10-04


Signed



Date

08/10/04

Signed



Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Articles of Association

of MON 4 x 4 Limited

1 Table A

Except as varied by or inconsistent with these Articles, Table A in the schedule to The Companies Act (Tables A to F) Regulations 1985, SI 1985/805 amended by SI 1985/1052 ('Table A') is to apply to the company.

2 Shareholders

- 2.1 The company may have one shareholder.
- 2.2 A vote on a resolution is to be decided by a show of hands, unless any shareholder present in person or by proxy demands a poll, whether before or after the show of hands.
- 2.3 A proxy can vote on a show of hands.

3 Directors

- 3.1 The company may have a sole director and there is to be no maximum number of directors. Regulation 64 of Table A does not apply.
- 3.2 All directors are entitled to receive notice of directors' meetings. The minimum notice period is seven days, unless all directors agree otherwise.

4 Allotment of shares

The directors have general and unconditional authority to allot shares in the capital of the company up to a maximum amount of £2. This authority continues for five years from the date on which these Articles are adopted.

5 Transfer of shares

- 5.1 A shareholder ('the seller') intending to transfer shares ('the sale shares') is to give written notice of their intention ('the transfer notice') to the directors. The transfer notice is to specify the number of the sale shares and the seller's proposed price for them.
- 5.2 By virtue of the transfer notice, the seller is deemed to appoint the directors as the seller's agent for purposes of transfer of the sale shares.
- 5.3 Within 14 days of receiving the transfer notice, the directors are to give written notice ('offer notice') to shareholders (other than the seller) offering each of them the sale shares as nearly as possible in proportion to their existing shareholdings. Where an equal division is impossible, the directors may offer any remaining sale shares to shareholders in whatever proportions the directors decide. The offer notice is to state:

- 5.3.1 the total number of sale shares, and the number available to the individual shareholder
- 5.3.2 the seller's proposed price per sale share
- 5.3.3 what the shareholder is to do if that shareholder does not agree the price per share, and the time limit for doing so
- 5.3.4 what the shareholder must do to buy all or some of the sale shares offered to them, and the time limit for doing so.
- 5.4 If any shareholder does not agree the seller's proposed price per share that shareholder is, within 14 days of receiving the offer notice, to give written notice of objection ('notice of objection') to the directors. Upon receiving a notice of objection, the directors are immediately to notify other shareholders in writing of the notice of objection.
- 5.5 Upon receiving a notice of objection, the directors are also immediately to instruct the company's auditor to fix a fair price per share for the sale shares (which is to be the same price for all sale shares of the same class). The auditor is to act as an expert, and the auditor's determination, which is to be made in writing, is to be final and binding. The auditor's fees are to be paid by the company. If the company does not have an auditor, the determination is to be made by an independent chartered accountant appointed by the directors. Within seven days of receiving the auditor's determination, the directors are to give shareholders written notice of the new price per share ('the amended offer notice')
- 5.6 A shareholder wishing to buy sale shares must give written notice ('acceptance notice') to the directors. If no notice of objection is given, the acceptance notice must be given not earlier than 15 days and not later than 28 days after the date of the offer notice. If notice of objection is given, the acceptance notice must be given not earlier than the date of the amended offer notice and not later than 28 days after the date of the amended offer notice. An acceptance notice creates a binding contract for sale and purchase of the relevant sale shares. Completion of the transfer of the relevant sale shares is to take place within 28 days of the acceptance notice.
- 5.7 If, after the time limit for acceptance expires, any sale shares have not been accepted, they are to be re-offered to shareholders (other than the seller) in proportion to their new shareholdings.
- 5.8 If there are sale shares which no shareholder wants to accept, the seller has the right to sell them to whoever will buy them and at whatever price.
- 5.9 A shareholder is deemed to serve an irrevocable transfer notice if that shareholder transfers or purports to transfer shares in breach of this Article, or if a bankruptcy order is made against the shareholder. Where this happens, the price of the sale shares is to be determined by the company auditor or, if there is no auditor, by an independent chartered accountant.
- 5.10 The pre-emption provisions in this Article do not apply:
 - 5.10.1 to any transfer by a personal representative to any person entitled to shares under the will or intestacy of a deceased shareholder
 - 5.10.2 on the death of a joint shareholder, to any transfer of the jointly held shares into the name of the survivor.

6 Appointment and retirement of directors

The directors do not have to retire by rotation.

7 Proceedings at shareholder meetings

- 7.1 If the number of shareholders is more than one, two shareholders must be present to form a quorum. Otherwise, the quorum is to be one.
- 7.2 The chairman is not to have a second or casting vote.
- 7.3 The shareholders may participate in a meeting by conference telephone or video link.

8 Proceedings at directors' meetings

- 8.1 If the number of directors is more than one, two directors must be present to form a quorum. Otherwise, the quorum is to be one.
- 8.2 The chairman is not to have a second or casting vote.
- 8.3 The directors may participate in a meeting by conference telephone or video link.
- 8.4 If a director has disclosed an interest in writing to the company, that director can be counted in the quorum and may vote on any resolution concerning the matter in which that director has an interest.

9 Directors' pensions, insurance and gratuities

The directors have the power to provide themselves and/or former directors with pensions and/or insurances and/or gratuities, and they are to have the right to retain any benefit which they receive. Regulation 87 of Table A does not apply.


10 Notices


Written notices may be given by hand, by post, by fax or by e-mail.

11 Directors' liability insurance

The directors are to have the power to effect insurance for the benefit of themselves and/or former directors against any liability which they may incur for acts or omissions while carrying out or purporting to carry out their duties.

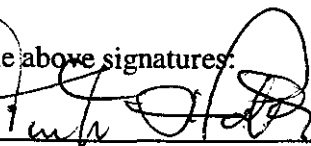
Signatures, names and addresses of subscribers

1. Signature 
Name STEPHEN DAVID HAYES
Address PANT-Y-MEL, CARRAGLEFYN,
CEMAES, ANGLESEY, WALES.

2. Signature 
Name COLIN PAUL FORSTER
Address 50 TY DDYN MOSTYN EST,
MENAI BRIDGE,
ANGLESEY, WALES, LL59 5D3

Dated this 8th day of October 2004

Witness to the above signatures:

Signature 
Name VINCENT HOLLAND
Address 15 HURDSFIELD ROAD,
GREAT MOOR, STOCKPORT,
CHESHIRE, ENGLAND, SK2 7ND

00 0280 /20

5

76356

The Companies Acts 1985 to 1989


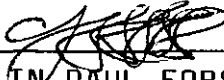
Private Company Limited by Shares

Memorandum of Associationof MON 4 x 4 Limited

- 1 The name of the Company is MON 4 x 4 Limited.
- 2 The registered office of the Company is in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.
- 4 The liability of the shareholders is limited.
- 5 The share capital of the Company is £ 2 , divided into 2 shares of £1 each.

We, the persons named below as subscribers, wish to form a company on the terms set out in this Memorandum and we agree to take the number of shares shown opposite our respective names.

Signatures, names and addresses of subscribers**Number of
shares taken by
each subscriber**

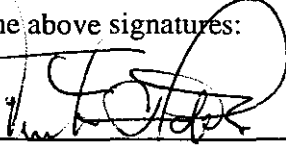
1. Signature 
Name STEPHEN DAVID HAYES
Address PANT-Y-MEL, CARRAGLEFYN,
CEMAES, ANGLESEY, WALES
2. Signature 
Name COLIN PAUL FORSTER
Address 50 TY DDYN MOSTYN EST,
MENAI BRIDGE, ANGLESEY,
WALES

11

Total shares taken

2Dated this 8 day of October 2008

Witness to the above signatures:

Signature Name VINCENT HOLLANDAddress 15 HURDSFIELD ROAD

GREAT MOOR,
STOCKPORT,
CHESHIRE,
ENGLAND
SK2 7ND



Table A to The Companies Act 1985

Table A to The Companies (Tables A to F) Regulations 1985 (SI 1985 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 1052).

Regulations for Management of a Company Limited by Shares

INTERPRETATION

1. In these regulations:

'the Act' means The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the articles' means the articles of the company.

'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

'executed' includes any mode of execution.

'office' means the registered office of the company.

'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

'the seal' means the common seal of the company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.