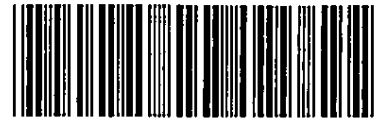


A1 ACE TAXI SERVICES LIMITED
(Company Number 6466115)

Written Resolution

TUESDAY



L0FGZDOG

LD5

29/09/2009

407

COMPANIES HOUSE

We, the undersigned, being all members of the above company, for the time being entitled to receive notice of, attend and vote at General Meeting, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

IT IS RESOLVED as a SPECIAL RESOLUTION:

1 – THAT, on the adoption of the draft regulations attached to this resolution, the Ordinary Shares of the Company in issue at the date of this resolution be converted to A Ordinary Shares in the Company at a ratio of 1 A Ordinary Share for each 1 Ordinary Share.

2 - THAT the draft regulations attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association.

SIGNED: 
Mike Davis

DATED: 30/7/09

SIGNED: 
Heather Davis

DATED: 30/7/09

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Registered Office of the Company.
- **Post:** returning the signed copy by post to the Registered Office of the Company.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to james.barisic@everys.co.uk Please enter "Written Resolution of A1 Ace Taxi Services Limited" in the email subject box.

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A84S0CRH

A46

27/08/2009

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COMPANIES HOUSE

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 3 Unless, by 1 August 2009 , sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

To: The Board of Directors, A1 Ace Taxi Services Limited

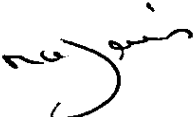
31 July 2009

Dear Sirs

Re Allotment of Shares

I hereby waive any pre-emption rights that may have existed in relation to the proposed allotment of shares that is to occur today and request new Share Certificates in relation to my previous holding of Ordinary Shares (now A Ordinary Shares).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Mike Davis', with a stylized flourish at the end.

Mike Davis

To: The Board of Directors, A1 Ace Taxi Services Limited

31 July 2009

Dear Sirs

Re Allotment of Shares

I hereby waive any pre-emption rights that may have existed in relation to the proposed allotment of shares that is to occur today and request new Share Certificates in relation to my previous holding of Ordinary Shares (now A Ordinary Shares).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Heather Davis', written in a cursive style.

Heather Davis

The Companies Act 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

PRELIMINARY

1. Subject to the provisions of the Companies Act 2006, the Companies Act 1985 and the Companies Consolidation (Consequential Provisions) Act 1985 that remain in force and as may be amended from time to time by Statute or Statutory Instrument, the Articles hereinafter contained and the Regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulation of the Management of the Company.

SINGLE MEMBER PRIVATE LIMITED COMPANIES

2. Subject to the provisions of the Companies Act 1985 and the Companies (Single Member Private Limited Companies) Regulations 1992 and the modifications and amendments set out therein in respect of one member companies the Company may have only one member for carrying on business.

3. In accordance with Section 352A of the Companies Act 1985 and the Companies (Single Member Private Limited Companies) Regulations 1992 if the number of members of the Company falls to one there shall upon the occurrence of that event be entered in the Company's register of members with the name and address of the sole member, and

(i) a statement that the Company become a company having only one member.

(ii) the date on which the Company become a company having only one member.

If the membership of the Company increases from one to two or more members there shall upon the occurrence of that event be entered in the Company's register of members, with the name and address of the person who was formerly the sole member, a statement that the Company has ceased to have only one member together with the date on which that event occurred.

SHARES

4. The Company is a private company limited by shares, within the meaning of the Act. "A Ordinary" shares have voting rights attached and are entitled to participate in a return of capital in the event of a winding-up, dissolution, merger, flotation or sale of the Company beyond their original issue price. "B Ordinary" shares have voting rights attached and are entitled to participate in a return of capital in the event of a winding-up, dissolution merger, flotation or sale of the Company beyond their original issue price. "A Ordinary" and "B Ordinary" shareholders are entitled to notice of and to attend meetings. "A Ordinary" and "B Ordinary" shares rank pari passu in respect of dividends. "C Ordinary" shares have voting rights attached and are entitled to participate in a return of capital in the event of a winding-up, dissolution, merger, flotation or sale of the Company beyond their original issue price but all rights attached to "C Ordinary" shares are limited to the MoT Business of the Company. "C Ordinary" shares rank separately from "A Ordinary" and "B Ordinary" shares for dividends.

5. The Directors may by unanimous vote allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the

Company of such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of adoption of these Articles unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

6. Section 89(1) of the Companies Act 1985 shall not apply to any exercise of the general authority conferred by the preceding Article.

7. Subject to the provisions of the Companies Act 1985, Regulation 35 of Table A and in particular of Sections 162 and 171 of the Companies Act 1985, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares. Where qualifying shares are purchased by the Company out of distributable profits they may be held as treasury shares in accordance with Section 162A of the Companies (Acquisitions of Own Shares)(Treasury Shares) Regulations 2003 and the procedural requirements of Sections 162B to 162F inclusive of the said Act shall apply.

LIEN

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

TRANSFER OF SHARES

9. A Share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any partner, child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband. Any share of a deceased member may be transferred by his executors or administrators to any partner, child or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member. Shares, standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.

10. The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee.

DIRECTORS

11. Unless and until otherwise determined by Ordinary Resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be a minimum of three. Regulation 64 of Table A shall not apply to the Company.

12. A Director of the Company must be a Shareholder of the Company .

BORROWING POWERS

13. The Company has unlimited borrowing powers, and the Directors may exercise all the powers of the Company to borrow without limit.

APPOINTMENT AND RETIREMENT OF DIRECTORS

14. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the Company shall be determined in writing by the subscribers of the Memorandum of Association.

15. The Company may by Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and the Directors shall not be subject to retirement by rotation. Regulation 76 to 79 of Table A shall not apply to the Company.

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor or in any other manner approved by the Directors or the Company. An alternate Director may also be removed from his office by the Company or by a majority of his co-Directors or following a decision at a meeting of Directors. The notice to the alternate Director shall be in writing and shall have immediate effect. Regulation 68 of Table A shall not apply to the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

17. Paragraph (e) of Regulation 81 of Table A shall be omitted.

PROCEEDINGS OF DIRECTORS

18. (1) The Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes.

(2) Where a Director is absent from the United Kingdom, or is unable to be present at a meeting, telephone, video or other electronic means of communication may be used in the conduct of proceedings and a vote recorded.

(3) A unanimous resolution in writing executed by or on behalf of each Director who would have been entitled to vote upon it at a meeting of directors at which he was present shall be as effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more directors. Resolutions in writing may be sent and received when executed by the use of electronic means of communication.

(4) The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.

(5) Regulations 88, 89, 91 and 94 to 98 inclusive of Table A shall not apply to the Company.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

20. Books containing the minutes of proceedings of any meeting of directors must be kept and where the Company has only one Director and he takes any decision which may be

taken at a meeting of Directors and which has effect as if agreed at such a meeting, he shall provide the Company with a written record of that decision.

21. In accordance with Section 322B of the Companies Act 1985 and the Companies (Single Member Private Limited Companies) Regulations 1992 where the company has only one member and enters into a contract with the sole member of the Company and the sole member is also a Director of the Company, the Company shall, unless the contract is in writing, ensure that terms of the contract are either set out in a written memorandum or are recorded in the minutes of the first meeting of the Directors of the Company following the making of the contract. This shall not apply to contracts entered into in the ordinary course of the Company's business. A sole member who is a shadow Director is treated as a Director.

22. an alternate Director shall not be entitled in the absence of his appointor to a separate vote in addition to his own vote, and in the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote.

23. In accordance with Section 36A of the Companies Act 1985 the Company need not have a common seal and a document signed by a Director and the Secretary of the Company, or by two Directors of the Company, and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the common seal of the Company and Regulations 6 and 101 of Table A is modified accordingly.

NOTICE OF GENERAL MEETINGS

24. A General Meeting and an Extraordinary General Meeting called by the Directors for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

(a) in the case of a General Meeting, by all members entitled to attend and vote thereat;
and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of a General Meeting, shall specify the meeting as such. The notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors. Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETING

25. Two persons entitled to vote, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. Regulations 40 and 41 of Table A shall not apply to the Company.

26. A Resolution put to the vote of the meeting shall be decided on a show of hands of the members, unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairman or any member in person or by proxy. Telephone, video or other means of electronic communication may be used in the conduct of proceedings and a hand vote recorded unless a poll is demanded and votes recorded. A declaration by the Chairman that a Resolution has been carried or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact. In the event of an equality

of votes the Chairman shall not be entitled to a casting vote. Regulations 46 to 52 inclusive of Table A shall not apply to the Company.

27. A Resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more member. Resolutions in writing may be sent and received when executed by electronic means of communication.

28. Books containing the minutes of proceedings of any General Meeting must be kept, and in accordance with Section 382B of the Companies Act 1985, where the Company has only one member and the single member takes any decision which may be taken by the Company in General Meeting and which has effect as if agreed by the Company in General Meeting, he shall (unless that decision is taken by way of a Written Resolution) provide the Company with a written record of that decision.

AUDITORS

29. An auditor or auditors of a private company shall hold office in accordance with the terms of their appointment and Section 487 of the Companies Act 2006 shall apply to the Company.

WRITTEN RESOLUTIONS OF PRIVATE COMPANIES

30. Notwithstanding the Procedural Requirements for General Meetings set out heretofore, in accordance with Section 288 of the Companies Act 2006:-

(1) Anything which in the case of a private company may be done:-

(a) by Resolution of the Company in General Meeting, or

(b) by Resolution of a meeting of any class of members of the Company, may be done, without a meeting and without any previous notice being required, by Resolution in writing signed by or on behalf of all the members of the Company who at the date of the Resolution would be entitled to attend and vote at such meeting.

(2) The signatures need not be on a single document provided each is on a document which accurately states the terms of the resolution.

(3) The date of the resolution means when the resolution is signed by or on behalf of the last member to sign.

Section 288 does not apply to:-

(a) a Resolution under Section 168 removing a Director before the expiration of his period of office, or

(b) a Resolution under Section 510 removing an Auditor before the expiration of his term of office.

31. A copy of any Written Resolution proposed to be agreed to in accordance with Section 288 shall be sent to every eligible member in accordance with Section 291 of the Companies Act 2006.

32. The validity of any such Written Resolution, if passed, is not affected by a failure to comply with Section 291 of the Companies Act 2006.

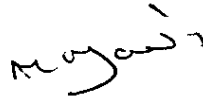
NAME AND ADDRESS OF SUBSCRIBER

HEATHER ELIZABETH DAVIS
MANOR FARM
HALSE
TAUNTON
SOMERSET
TA4 3AB



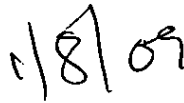
Number of shares taken : 50

MICHAEL EDWARD DAVIS
MANOR FARM
HALSE
TAUNTON
SOMERSET
TA4 3AB



Number of shares taken : 50

DATED



COMPANIES ACTS 2006
A PRIVATE COMPANY LIMITED BY SHARE
MEMORANDUM OF ASSOCIATION

1. The Company's name is **A1 ACE TAXI SERVICES LIMITED**
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company is established are:
 - (a) To carry on business as a general commercial company and in accordance with Section 3A of the Companies Act 1985 carry on any trade or business whatsoever, whether by itself or through subsidiary, associated or allied companies or firms or individuals or otherwise, in the United Kingdom, Europe or elsewhere in the world, and to do all such things as are incidental or conducive to the carrying on of any trade or business by it. Without prejudice to the generality of the foregoing, and in pursuance thereof, and whether as principals, managers, agents or otherwise, in particular to promote, finance, operate, undertake or carry on in all its branches all or any types whatsoever of businesses, business ventures, trading operations, projects, undertakings, enterprises, whether manufacturing, marketing, industrial, commercial, service or otherwise.
 - (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
 - (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or proposed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
 - (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d-invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
 - (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.
- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, 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 establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.
- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in during any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) 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.
- (v) To procure the company to be registered or recognised in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the other things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,
And it is hereby declared that
(a) the word "Company" in this clause, except where used in reference to this



company, shall be deemed to include any partnership of other body of persons, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and

- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (excepts where otherwise expressed in such paragraphs) by reference to in inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said 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 £10,000 divided into 7200 "A Ordinary" shares of £1 each, 1800 "B Ordinary" shares of £1 each and 1000 "C Ordinary" shares of £1 each

I/We, the subscriber(s) in this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I/We agree to take the number of shares shown opposite my/our respective name(s).

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER	
HEATHER ELIZABETH DAVIS MANOR FARM ALSE TAINTON SOMERSET TA4 3AB	50	
MICHAEL EDWARD DAVIS MANOR FARM HALSE TAUNTON SOMERSET TA4 3AB	50	

Dated

1/8/09,