

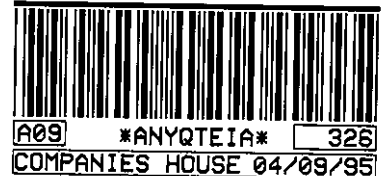
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Attachment 1

ARTICLES OF ASSOCIATION

of

IBC VEHICLES LIMITED



ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985, as provided for by the Companies Act 1985 ("the Act"), as amended prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company to the exclusion of any other articles or regulations.
3. Regulations 8 to 22 (inclusive), 24, 32 to 35 (inclusive), 39, 40, 41, 46, 50, 54, 57, 58, 60, 61, 64, 73 to 81 (inclusive), 87 to 91 (inclusive), 94 to 96 (inclusive), 103, 110, 112 and 115 to 118 (inclusive) of Table A shall not apply to the company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
5. Unless the context otherwise requires, words and expressions to which a particular meaning is given by Table A bear the same meaning in these articles.
6. References to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

SHARE CAPITAL

7. At the date of amendment of these articles the authorised share capital of the company is £80,000,000 divided into 66,800,000 "G" Ordinary Shares of £1 each and 13,200,000 "I" Ordinary Shares of £1 each.
8. The profits which the company shall determine to distribute ("Distributable Profits") in respect of any year or other financial period (the "Financial Year") shall be applied as follows:-
 - 8.1 the auditors of the company shall determine and report to the directors the proportion of the profits of the company available for distribution at the end of the Financial Year (including profits in respect of previous years which have not been distributed) which would not have been available but for the utilisation of tax losses carried forward from periods prior to the commencement of business by the company;
 - 8.2 that proportion of the Distributable Profits shall be distributed to the holders of the "G" ordinary Shares on the basis that every "G" Ordinary Shares shall entitle its holder to the same proportionate part of that proportion;
 - 8.3 the remainder of the Distributable Profits shall be distributed to the holders of the "G" Ordinary Shares and the "I" Ordinary Shares on the basis that every Ordinary Share (whether a "G" Ordinary Share or an "I" Ordinary Share and regardless of the amount paid up on that share) shall entitle its holder to the same proportionate part of that remainder.
9. Except as otherwise provided in these articles the "G" Ordinary Shares and the "I" Ordinary Shares shall rank pari passu in all respects but shall constitute separate classes of shares.

PROCEEDINGS AT GENERAL MEETINGS

10. No business shall be transacted by any general meeting unless a quorum is present when such business is voted on. The quorum at any general meeting or adjourned

general meeting shall be a person or persons present in person or by proxy holding or representing more than one half in nominal value of the issued shares of the company. If within five minutes (or such longer time as the other members present may all agree to wait) from the time appointed for any general meeting a quorum is not present the meeting shall be dissolved. A corporation shall be deemed present in person if a representative authorized in accordance with the Act to act as its representative at the meeting is present.

11. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the termination of the meeting a poll is duly demanded. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy. Subject to Article 11, every Ordinary resolution shall be deemed passed if it is passed by a majority of the persons voting on a show of hands or if a poll is duly demanded by a majority of the votes given on the poll.
12. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorized representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder provided that no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of any other class.
13. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
14. Regulation 62 of Table A shall be modified by the deletion of the words "not less than 48 hours" and "not less than 24 hours" wherever they occur.

DIRECTORS

15. The number of directors shall not be less than two. No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of seventy years or any other age.
16. The holders of a majority of the "G" Ordinary Shares shall appoint four persons to be directors of the company (any such directors so appointed being called "G" directors) and the holders of a majority of the "I" Ordinary shares shall appoint one person to be a director of the company (any such director so appointed being called an "I" director).
17. Any "G" director may at any time be removed from office by the holders of a majority of the "G" Ordinary Shares and the "I" director may at any time be removed from office by the holders of a majority of the "I" Ordinary Shares.
18. If any "G" director or the "I" director shall die or be removed from or vacate office for any cause the holders of a majority of the "G" Ordinary Shares (in the case of a "G" director) or the holders of a majority of the "I" Ordinary Shares (in the case of the "I" director) shall appoint in his place another person to be a "G" director or an "I" director (as the case may be).
19. Any appointment or removal of a director pursuant to this Article shall be in writing served on the company and signed by or on behalf of the holders of a majority of the issued "G" Ordinary Shares or "I" ordinary Shares (as the case may be).
20. The right to appoint and to remove "G" or "I" directors under this Article shall be a class right attaching to the "G" and "I" ordinary Shares respectively.
21. No "G" or "I" director shall be appointed or removed otherwise than pursuant to Article 17, save as provided by law.

ALTERNATE DIRECTORS

22. Regulation 65 of Table A shall apply as if the words "approved by a resolution of the directors and" were omitted.

TERMINATION OF APPOINTMENT OF DIRECTORS

23. The office of a director shall be vacated in any of the following events, namely:-
- 23.1 if he resigns his office by notice in writing delivered to the company or tendered at a meeting of the directors;
 - 23.2 if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the directors resolve that his office is vacated;
 - 23.3 if he becomes bankrupt or compounds with his creditors;
 - 23.4 if he is prohibited by law from being a director;
 - 23.5 if he ceases to be a director by virtue of any statute or is removed from office pursuant to these Articles.

DIRECTORS' GRATUITIES AND PENSIONS

24. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependents of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.
25. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF DIRECTORS

26. Subject as hereinafter provided the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. No business shall be transacted at any meeting of the directors unless a quorum is present when such business is voted on. The quorum shall be two directors (including alternate directors).
27. The quorum for a committee of the directors shall be the same as for a meeting of the directors.
28. All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution. Subject to Article 29 every director shall have one vote and questions arising at any meeting of the directors or at any committee of the directors shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not have a second or casting vote.
29. If at any board meeting the total votes capable of being cast on a resolution by all the "G" directors present should for any reason fall short of four, the most senior of the "G" directors present and entitled to vote shall in addition to his own vote have a number of additional votes equal to the shortfall, to the intent that the total votes capable of being cast on any resolution by the "G" directors present should always be four. The most senior means the greatest in age.
30. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject, where applicable, to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted; and he shall be taken into account in ascertaining whether a quorum is present.
31. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of a meeting of the directors shall be sufficiently given to a director who is absent for the time being from the United Kingdom if sent to an address or fax or telex number notified by him for this purpose to the secretary of the company. It shall not be necessary to give notice of a meeting of the directors to any director who has not notified any address or fax or telex number and who cannot be readily contacted by the company.

DIVIDENDS

32. Subject to the provisions of the Act, the directors may pay such interim dividends as appear to them to be justified by the financial position of the company and may also pay any dividend payable at a fixed rate at intervals settled by them whenever the financial position of the company, in their opinion, justifies its payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

NOTICES

33. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.
34. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left.
35. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so

entitled in any manner in which might have been served or given if the death or bankruptcy had not occurred.

INDEMNITY

36. Subject to the provisions of the Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability.

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