

Company No. 2091272

IBC VEHICLES LIMITED

**WRITTEN RESOLUTION
OF THE SHAREHOLDER OF THE COMPANY**

**PASSED PURSUANT TO
SECTION 381A OF THE COMPANIES ACT 1985**

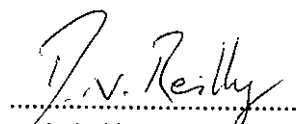
We, the undersigned, being all the members for the time being of the Company entitled to receive notice of and attend and vote at a general meeting of the Company hereby pass the following resolution and agree that pursuant to Section 381A of the Companies Act 1985 such resolution shall for all purposes be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT :-

the regulations contained in the printed document attached hereto be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

This Written Resolution of the shareholders takes effect as a Special Resolution of the Company this 30th day of September 1998.


.....
on behalf of
General Motors Holdings (UK)



No. 2091271

The Companies Act 1985
Private Company Limited by Shares

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 30th September 1998)

of

IBC Vehicles Limited

Incorporated on 20th January 1987

Interpretation

1. In these Articles, if not inconsistent with the subject or context:
'Act' means the Companies Act 1985 as amended or re-enacted from time to time
'Table A' means Table A in the Schedule to the Companies (Tables A-F)
Regulations 1985.

Table A

2. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 24, 35, 73 to 81 inclusive, 94 and 95 of Table A do not apply to the Company.

Share Capital

4. The provisions of section 89(1) of the Act do not apply to the Company.
5. Subject to the provisions of the Act, the Company may purchase any of its own shares.

Proceedings at general meetings

6. The quorum referred in in regulation 40 of Table A shall be 1.
7. In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A.

8. In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A.
9. A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

Powers and duties of directors

10. Subject to the provisions of the Act, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested. He may hold, and be remunerated in respect of, any office or place of profit under the Company or any such other company (other than the office of auditor of the Company or any of its subsidiaries). He, or any firm of which he is a member, may act in a professional capacity for the Company or any such other company and be remunerated for doing so. Notwithstanding his interest, a director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered. He may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.

Appointment and disqualification of directors

11. A member or members holding more than one half of the issued ordinary shares of the Company may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and to remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director and shall take effect when the notice is delivered to the registered office of the Company.
12. A director is not required to hold any qualification shares in the Company.
13. The office of a director is vacated:
 - (i) if by notice in writing to the Company he resigns his office of director;
 - (ii) if he is for more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during that period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a director by an order made under any provision of the Act;

(v) if he becomes of unsound mind;

(vi) if he is removed from office under article 11.

14. A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

Proceedings of directors

15. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner is deemed to constitute presence in person at the meeting.

Names, addresses and descriptions of subscribers

Mr David McCrum
Company Secretary
Griffin House
Osborne Road
Luton. LU1 3YT