THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTION
(Pursuant to Section 381A of the Companies Act 1985)
OF

STEVE HOPEWELL HOLDINGS LIMITED
(COMPANY REGISTRATION NUMBER: 4569871)

In accordance with section 381A of the Companies Act 1985, I, the undersigned, being the sole member of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolutions shall have effect as if they had been passed at a general meeting of the Company duly convened and held:

1. Ordinary Resolution

That the nominal authorised share capital be increased from £500,000.00 to £1,000,000.00 by the creation of 50,000 additional ordinary shares of £1.00 each ranking pari passu with the existing ordinary shares in the capital of the Company and by the creation of 450,000 cumulative redeemable preference shares of £1.00 each having the rights and subject to the restrictions set out in resolution 4 below.

2. Ordinary Resolution

That the directors of the Company be and they are hereby generally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the power of the Company to allot relevant securities (as defined by Section 80 (2) of the Companies Act 1985) up to a maximum aggregate nominal amount of £1,000,000.00 at any time or times during the period from the date on which this resolution was passed up to and including 1 July 2011 on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or to convert any security in to shares to be granted after the expiry of the authority.

3. Special Resolution

That, subject to and conditional on the passing of resolution 2, the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 as defined for the purposes of Section 95 of
the Companies Act 1985) for cash or otherwise pursuant to the authority conferred by resolution 2 as if Section 89 (1) of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £1,000,000 and shall expire on 1 July 2011, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired.

4. Special Resolution

That the Articles of Association of the Company be and are hereby amended by the insertion of a new Article 4A as follows:-

"4A. Preference share rights

4A1. The share capital of the Company at the date of adoption of these Articles is £1,000,000.00 divided into 450,000 first cumulative redeemable preference shares of £1.00 each ("Redeemable Preference Shares") and 550,000 ordinary shares of £1.00 each ("Ordinary Shares").

4A2. The rights attaching to the respective classes of shares shall be as follows:

4A2.1 Income

The profits of the Company available for distribution in respect of any financial year shall be applied:

a) first in paying to the holders of the Redeemable Preference Shares as a class a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 3.5 per cent above the Bank of England base rate from time to time in force per annum payable yearly on 30th June each year. Such dividend shall be deemed to accrue on a daily basis;

b) the balance of any profits resolved to be distributed shall be distributed amongst the holders of the ordinary shares;
Provided that until repayment in full to Toyota (GB) Plc ("TGB") of the facility made available to the company under the Sponsored Dealership Loan Agreement dated 19 May 2003 made between Toyota (GB) Plc (1) and the Company (2) ("the TGB Loan") the fixed cumulative preferential dividend referred to in sub-paragraph a) above shall only be paid if there are sufficient cash reserves in the Company to enable it to do so, and all payments due at that time pursuant to the TGB Loan have been paid in full and there are no arrears.

4A2.2 Capital

On a return of assets on liquidation or otherwise the assets of the Company remaining after the payment of its liability shall be applied:

a) first in paying to the holders of the Redeemable Preference Shares the subscription price per share together with a sum equal to any arrears, deficiency or accruals of the dividends thereon calculated down to the date of the return of capital and payable irrespective of whether such dividends have been declared or earned or not; and

b) second in paying the balance to the holders of the ordinary shares

4A2.3 Redemption

a) Subject to the provisions of the Companies Act 1985 the Redeemable Preference Shares shall be redeemed at any time in whole or in part at the option of the Company or the registered holder of the Redeemable Preference Shares after the later of 30th day of June 2011 or repayment in full to TGB of the TGB Loan but in any event not later than 30th June 2020 except that the registered holder of the Redeemable Preference Shares shall be entitled to redeem the Redeemable Preference Shares prior to that date with the prior written consent of TGB such consent not to be unreasonably withheld or delayed

b) On the date so fixed for redemption under a) above, each registered holder of Redeemable Preference Shares shall be bound (on receipt of 14 days prior written
notice) to surrender to the Company the Certificate for his shares which are to be redeemed in order that the same may be cancelled and upon such surrender the company shall pay to such holders the amount payable in respect of such redemption provided that if any certificate so surrendered by the Company includes any shares not redeemable a fresh Certificate for the balance of the shares not so redeemable shall be issued to the holder by the Company.

c) There shall be paid on each of the Redeemable Preference Shares so redeemed the sum of £1.00 together with a sum equal to any arrears, deficiency or accruals of cumulative dividends thereon to be calculated down to the date of redemption whether such dividends have been declared or earned or not and the cumulative dividends thereon shall cease to accrue from that date unless upon delivery up of the certificates for such shares payment of the redemption monies shall not be made.

d) Should the Company fail to redeem any of the Redeemable Preference Shares on the date fixed for redemption in a) above, interest shall become payable from that date until the eventual date of redemption calculated on the amount then due on that redemption at the rate of 10% per annum, such interest being compounded at monthly intervals and added to the total principal due.

4A2.4 Voting

While the Redeemable Preference Shares shall entitle their holders to receive notice of and to attend all general meetings of the Company they shall not entitle the holders to vote at them.

a) Unless at the date of the meeting the fixed cumulative preference dividend (in the case of the Redeemable Preference Shares) is 6 months or more in arrears and for this purpose such dividend shall be deemed to be payable and in arrears only if at the time the said dividend falls to be paid there are sufficient profits available and, until repayment of the TGB Loan, there
are sufficient cash reserves available in the company for the payment of such dividend; or

b) Except on a resolution for the winding up of the Company or the reduction of its shared capital or the variation or abrogation of any of the rights attaching to such shares.

3A2.5 Other Rights

a) The Redeemable Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company or to vote”.

b) The Redeemable Preference Shares shall not be capable of transfer.

Dated 26 July 2006

Signed ........................................
STEPHEN NEIL HOPEWELL