

REGISTERED
6 JUL 1934

Matland Limited.

Presented by

I George Read Matland
of 24 Gower Road, Putney

(a) "A Solicitor of
the Supreme Court (or
in Scotland an Enrolled
Law Agent) engaged
in the formation,"

or

"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a person named
in the Articles of Association as a
Director

14

of _____
Matland Limited

and That all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the Statutory Declarations Act, 1835.

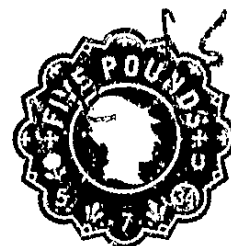
Declared at 119/120 London Wall
in the City of London
the 2nd day of July
one thousand nine hundred and twenty four

Before me,

A Commissioner for Oaths.

George Read Matland

No. of Company 289933 */v*



Matland LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED
6 JUL 1934

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented by



The NOMINAL CAPITAL of

Matland

Limited

is £ 1000 divided into 1000 shares of £ 1 " 0 " 0 each

Signature Elizabeth Benton

Secretary

State whether Director, or Manager, or Secretary.

Date 19th day of June 19 34.

THE COMPANIES ACT, 1920.

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

Articles of Association

(Adopting Table "A")

- of -

MATLAND LIMITED.

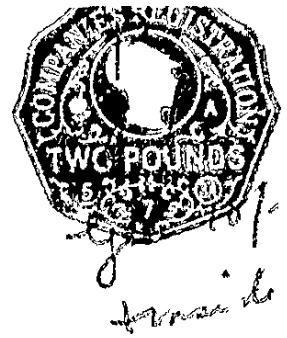
(A Private Company within the meaning of the above Act)

Incorporated the day of 1934.



THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- of -

MATLAND LIMITED.

REGISTERED

6 JUL 1934

1. The name of the Company is MATLAND LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(A) To purchase and carry on as a Joint Stock Company, and in accordance with the provisions of the Dentists' Acts 1878 to 1921, the business or practice of dentistry now carried on by George Read Matland 75/79 Moorgate E.C.2 in the County of London, and at such other places as to the Company may seem expedient.

(B) To carry on any business which is ancillary to the business of dentistry, within the meaning of the Dentists Act 1921.

(C) To purchase or by any other means acquire any freehold leasehold, or other property which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

(D) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on, or proposing to carry on, any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits.

(E) To 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 the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(F) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments.



2/

(G) To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

(H) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform.

(I) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company.

(J) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(K) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(L) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each. *W.D.*

The following rights shall be attached to the shares aforesaid, inter se, subject as hereinafter provided, namely:-

(A) The profits of the Company which the Directors shall from time to time determine to distribute as dividend shall be applied in payment of a dividend on the ordinary shares according to the amounts paid up thereon.

(B) In a winding up the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company, and the costs of the winding up, shall be applied in repayment of the capital paid up or credited as paid up on the ordinary shares, and the residue if any shall be divided amongst the holders of ordinary shares in proportion to the nominal amount of or amount paid up on such shares.

(C) The rights for the time being attached to the said classes of shares respectively may be modified or dealt with in the manner mentioned in Clause 5 of the accompanying Articles of Association, but not otherwise, and that clause shall be deemed to be incorporated herein and have effect accordingly. *W.D.*

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<p><i>Samuel Mathew</i> <i>75 Tavistock Square E.C. 2</i> <i>Dental Surgeon</i></p> <p><i>Rose Hall</i> <i>27 Deodar Rd</i> <i>Putney Married Woman</i></p>	<p><i>Five hundred</i></p> <p><i>One</i></p>

DATED this *3rd* day of *July* 1934.

W I T N E S S to the above Signatures :-

Elizabeth Benton
90 Holsworthy Sq
Holborn W.C. 1
Secy



THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES.



Gen 17

ARTICLES OF ASSOCIATION

- of -

MATLAND LIMITED.

PRELIMINARY.

10 JUL 1934

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 (such table being hereafter called "Table A") shall apply to the Company, save in so far as they are excluded or varied hereby, that is to say - the Clauses of Table A Numbered 30 to 33 (both inclusive, 39, 40, 64, 69, 71, 72, 78 and 101 shall not apply to this Company but in lieu thereof, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company.
2. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company to any amount not exceeding Two shillings per share.
3. The Company shall within one month after it has been registered duly comply with such of the provisions of Section 145 of the Companies Act 1929 as may be applicable thereto.

SHARE CAPITAL.

4. The original capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

SHARES AND CERTIFICATES.

5. The Company is a Private Company, and accordingly:-
 - (1) No invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company.
 - (2) The number of the members of the Company (exclusive of persons in the employment of the Company, and of persons who

Gen 17

having been formerly in the employment of the Company were while in such employment, and have continued after the determination of such employment to be members of the Company) shall not exceed fifty, provided that for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and

(3) The right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

6. The shares shall be under the control of the Directors, who may allot, grant options in respect of or otherwise dispose of the same to such persons, for such consideration, on such terms and conditions, and in such manner as they think fit. Shares may be issued at par or at a premium.

TRANSFER OF SHARES.

7. The Directors may at any time, in their absolute and uncontrolled discretion, and without assigning any reason, decline to register any proposed transfer of shares, and Clause 19 of Table A shall be modified accordingly.

MODIFICATION OF RIGHTS.

8. If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be modified, altered, abrogated or dealt with, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

BORROWING POWERS.

9. The Directors may raise or borrow money from any person or persons (including a Director) for the purpose of the Company's business, and may secure the repayment of the same, together with any interest or premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged.
10. A register of the holders of the debentures of the Company shall be kept at the registered office of the Company, and shall be open to inspection by the registered holders of such debentures, and of any member of the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may

close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

11. A General Meeting of the Company shall be held once in every year at such time and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened to be held at any time during the next succeeding month by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary Meetings", all other General Meetings shall be called "Extraordinary".
12. The accidental omission to give notice of a General Meeting to any member shall not invalidate the proceedings at such meeting.

PROCEEDINGS AT GENERAL MEETING.

13. In Clause 45 of Table A the word "two" shall be substituted for the word "three".

DIRECTORS.

14. George Read Matland of 27 Deodar Road, Putney in the County of Surrey, shall be the Governing Director of the Company, until he resigns such office, or dies, or ceases to hold shares in the capital of the Company of the nominal value of at least £500, and whilst he retains the said office he shall have authority to exercise all the powers, authorities and discretions by these Articles expressed to be given or vested in the Directors generally, and (if there be other Directors) he may exercise the same without convening any meeting of Directors, and at any meeting of Directors at which he is present, one Director shall constitute a quorum, and all the other Directors (if any) for the time being of the Company shall be under his control, and shall be bound to conform to his directions in respect of the Company's business.
15. If the said George Read Matland shall resign the office of Governing Director, or shall cease to hold shares in the capital of the Company of the nominal value of at least £500 he shall become an ordinary Director.
16. So long as the said George Read Matland or (unless otherwise provided in his appointment) any other Governing Director shall hold office as a Governing Director, the provisions of the Articles hereinafter contained as to the number, appointment, qualifications, payment and remuneration, rotation and removal of Directors shall be in abeyance.
17. So soon as there shall not be a Governing Director, the Company in General Meeting shall appoint a Board of Directors, and any Director in office at the date of such meeting who is not appointed at the meeting shall cease to hold office on the termination of the meeting.

18. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than five.
19. The Directors shall have power from time to time, and at any time, to appoint any other person to be a Director, but so that the total number of Directors shall not any time exceed the maximum number fixed as above, and so that no such appointment shall be effective unless two-thirds of the Directors in the United Kingdom concur therein.
20. The qualifications of every Director shall be the holding of shares in the Company to the nominal value of not less than £1. A Director may act before acquiring his qualifications, but shall in any case acquire his qualification within one month of being appointed a Director. Any person accepting the office of Director shall be deemed to have agreed with the Company that if he shall not otherwise be qualified he will within one month after election or appointment take from the Company and pay for so many shares as shall be necessary to make up with the shares (if any) which he then holds the amount of his said qualification, and his name shall be entered in the register accordingly.
21. The remuneration of the Directors shall be such sum (if any) as shall be voted to them by the Company in General Meeting. In addition to such remuneration the Directors shall be repaid such reasonable travelling, hotel and other expenses as they may incur in and about the business of the Company.
22. The Company shall keep a register of Directors and shall duly comply with such of the provisions of Section 144 of the Companies Act 1929 as may be applicable thereto.

DIQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated:-
- (A) If he became bankrupt or insolvent or compound with his Creditors.
 - (B) If he become of unsound mind or be found a lunatic.
 - (C) If he be convicted of an indictable offence.
 - (D) If he cease to hold the necessary share qualification or do not obtain the same within one month from the date of his appointment.
 - (E) If he absent himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors.
 - (F) If he give the Directors one calendar month's notice in writing that he resigns the office.
 - (G) If, being a registered dentist, his name shall for any reason be erased from the Dentists' Register or if he shall be convicted of any offence under the Dentists Acts 1878 to 1921, or any regulations made thereunder, or if he shall be suspended from practice.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice shall have been served upon the Directors or an entry shall have been made in the Directors' minute book stating that such Director has ceased to be a Director of the Company.

24. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company. A Director may vote as a Director in regard to any contract, arrangement or dealing 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, arrangement or dealing is under consideration.
25. In exercising any of the powers conferred upon them by these Articles or otherwise the Directors shall have due regard to and comply with the provisions of the Dentists Acts 1878 to 1921, and any Statutory amendments thereof, and all rules and regulations made thereunder.

MANAGING DIRECTOR.

26. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make) calls, forfeit shares, borrow money or issue debentures) as they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make or impose, and the said powers may at any time be withdrawn, revoked or varied.

THE SEAL.

27. The Directors shall forthwith procure a common seal to be made for the Company, and shall provide for the safe custody thereof. The seal shall not be affixed to any instrument except by the express authority of the Directors, and in the presence of the Governing Director, or at least one other Director and of the Secretary, or such other person as the Directors may appoint for the purpose, and the Director or Directors and Secretary, or other person as aforesaid, shall sign every instrument to which the seal of the Company is so affixed in their presence.

ACCOUNTS.

28. In lieu of Clause 101 of Table A the following clause shall have effect

"A copy of the balance sheet and report shall be laid upon the table at the Annual General Meeting of the Company."

Names, Addresses and Descriptions of Subscribers.

Symonds *London*
147 Newington Rd E.E.2
27 Decolar Rd SW15
Married Woman

DATED this 3rd day of July 1934.

WITNESS to the above signatures:-

Elizabeth Benton
90 Holsworthy Sq
Holborn W.C.1
bank

Certified as genuine by our type sets process of printing
J. Watkinson & Co. Limited
J. Watkinson.

DUPLICATE FOR THE FILE.

No. 289933



Certificate of Incorporation

I Hereby Certify,

That

MATLAND LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this sixth day of July One Thousand Nine Hundred and thirty-four.

[Signature]
Registrar of Companies.

Certificate
received by

[Signature] *Matthew Jones Ltd*
[Signature] *London*

Date 6/7/34