

[Form No. 41.

"THE COMPANIES ACT, 1929."



A
Companies
Registration
Fee Stamp
of 50.
must be
impressed
here.

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

APPROVED PRESCRIPTION SERVICES

LIMITED.

(See Page 2 of this Form.)

1 JUL 1935

76739-34

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE No.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by





JOHN EDWARD MARMADUKE CROWTHER

of 23, Abingdon Street in the City of Westminster

NOTE.—This margin is reserved for binding, and must not be written across.

*Here insert—
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am: * a Solicitor of the

Supreme Court engaged in the formation of

APPROVED PRESCRIPTION SERVICES,

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 25 Abingdon Street in the City

of Westminster

the 27th day of June

One thousand nine hundred and thirtyfive

before me,

John J. Connelley
A Commissioner for Oaths

† or Notary Public or Justice of the Peace.

Number of
Certificate

305101/2

[Form No. 25.]

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



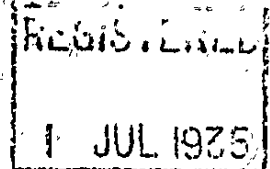
Duty at the
rate of 10s.
for every
£100 must
be impressed
here.

Statement of the Nominal Capital OF

Approved Prescription Services,
LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)



The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

79038-34

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C. 2.

Presented by



THE NOMINAL CAPITAL

OF

Approved Prescription Services LIMITED,
is *One Hundred* Pounds,
divided into *One Hundred* Shares
of *One Pound* each.

Signature *R. J. Russell*

Description *Subscriber to the Memorandum and Articles of Association.*

Dated the *28th* day

of *June*, 19 *25*

NOTE.—This margin is reserved for binding, and must not be written across.

* * * This Statement should be signed by an Officer of the Company.



302461 / 3

"The Companies Act, 1929."

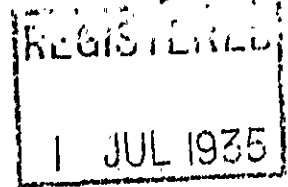


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Approved Prescription Services, Limited.



1. The Name of the Company is "APPROVED PRESCRIPTION SERVICES, 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 carry on all or any of the businesses of Manufacturing Chemists, Manufacturers and Merchants of and Dealers in Chemicals and Chemical Intermediates, Salts, Acids, Gases, Disinfectants and Chemical Compositions, Preparations and Derivatives of every description, and of and in Chemical and Laboratory Plant, Equipment, Apparatus and Materials, Specialists in Chemical Research, Chemical Engineers, Chemists' and Druggists' Sundriesmen, Chemists and Druggists, and Manufacturers and Merchants of and Dealers in Pharmaceutical, Proprietary, Patent, and Industrial Preparations, Articles, Compounds and Products of all kinds, and Clinical, Surgical, Optical, Electrical, and Scientific Instruments, Apparatus, and Materials of every description; and to buy, sell, manufacture, refine, prepare, and deal in all substances, products, apparatus, articles, and things capable of being used in any of the businesses aforesaid, or which

82622

Presented for filing by:-



can be conveniently dealt with in connection therewith or are likely to be required by customers of or persons having dealings with the Company.

- (B) To employ properly qualified persons to act on the Company's behalf as analytical, research, consulting, pharmaceutical, industrial, and advising chemists, or otherwise in any manner in which any such persons might act if he or they were carrying on upon his or their own behalf the above-mentioned businesses or any of them.
- (C) 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 more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any factories, shops, or other buildings.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) 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 partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) 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.

- (L) 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.
- (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (P) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its

employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property 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.
- (T) 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.
- (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this

Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

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.
<i>J. B. Broun</i> <i>116 Chancery Lane,</i> <i>London</i> <i>W.C. 2</i> <i>Commercial Manager</i>	<i>One</i>
<i>Rap. Ansell</i> <i>54 High View Gardens,</i> <i>Potters Bar,</i> <i>Middlesex</i> <i>Commercial Clerk</i>	<i>One</i>

Dated the *27th* day of *June*, 1935.

Witness to the above Signatures—

C. Wade
89 Spring Grove Road
Lampiton, Middlesex.
Commercial Clerk



302461

4

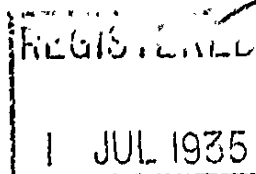
"The Companies Act, 1929."

Jen
Wol. Am

COMPANY LIMITED BY SHARES.

Articles of Association

OF



Approved Prescription Services, Limited.

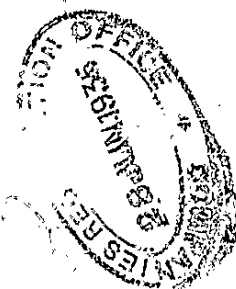
1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 39, 40, 69, 72, 78, 79, 104, and 107 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. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been

82622



formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

- (c) The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

4. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares; and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

5. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

6. A General Meeting of the Company shall be held in each calendar 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 by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

7. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five; and Clause 64 of Table A shall be modified accordingly.

9. Until the appointment of the first Directors, the Subscribers hereto may exercise the powers of the Directors, but shall not be entitled to any remuneration.

10. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

11. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

12. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar 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 become prohibited from being a Director by

reason of any order made under Sections 217 or 275 of The Companies Act, 1929 ;

- (g) If he give the Company one calendar month's notice in writing that he resigns his office.

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 Company 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.

13. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in 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, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A general notice given to the Directors by a Director to the effect that he is a Member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made. Any 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.

14. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of

the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

15. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

16. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

J. D. Croucher
116 Chancery Lane,
London W.C.2.
Commercial Manager

R. J. Dunsell
#2 54 High View Garden,
Potters Bar,
Middlesex
Commercial Clerk

Dated the 27th day of June, 1935.

Witness to the above Signatures—

C. W. Wade,
89, Spring Grove Road,
Hampton, Middlesex
Commercial Clerk

No. 308401



Certificate of Incorporation

I Hereby Certify,

That

APPROVED PRESCRIPTION SERVICES, LIMITED

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

Given under my hand at London this first day of July One

Thousand Nine Hundred and thirty-five.

W. A. P. Jones
For Registrar of Companies.

Certificate
received by

[Signature]

Date

1/7/35

No. of Company

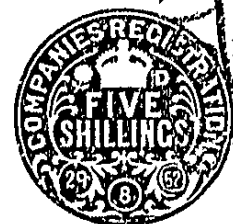
302461
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Es Co.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

of

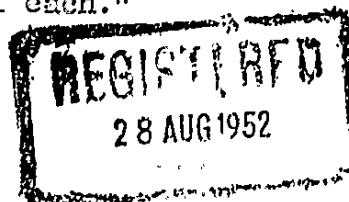
APPROVED PRESCRIPTION SERVICES LIMITED



Passed the 25th day of August 1952.

At an EXTRAORDINARY GENERAL MEETING of the Members of the
ve-named Company, duly convened pursuant to the provisions of
tion 133 of the Companies Act, 1948, and held at Bradford Road
t, Batley in the County of York, on the 25th day of August, 1952,
following SPECIAL RESOLUTION was duly passed:-

"That the capital of the Company be increased
from £100 to £10,000 by the issue of 9,900
new Ordinary Shares of £1 each."



W. H. H. H. H.

Chairman.

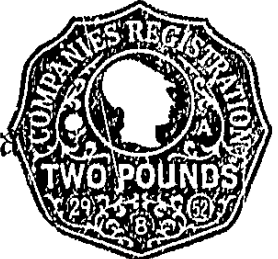
THE COMPANIES ACT
1948

THE COMPANIES ACT, 1929^{48.}



Notice of Increase in Nominal Capital

Pursuant to Section 32



Insert the
Name
of the
Company.

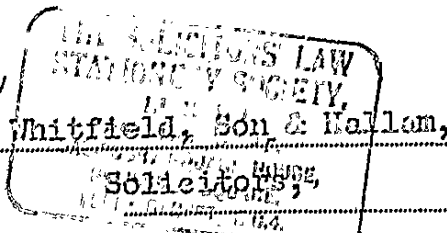
APPROVED PRESCRIPTION SERVICES



LIMITED.

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (see 52-(3) of the Act).

Presented by



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2 ; 27 & 28 Walbrook, E.C.4 ; 49 Bedford Row, W.C.1 ; 6 Victoria Street, S.W.1 ;
15 Hanover Street, W.1 ; 77 Colmore Row, Birmingham, 3 ; 19 & 21 North John Street, Liverpool, 2 ;
5 St. James's Square, Manchester, 2 and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

~~Approved Prescription Services~~
..... Limited, hereby gives you notice, pursuant to
Section ⁶³~~32~~ of the Companies Act, 19⁴⁸~~29~~, that by a * Special
* "Ordinary,"
* "Extraordin-
ary," or
* "Special". Resolution of the Company dated the 25th day of August 1952
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £9,900
beyond the Registered Capital of £100

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
9,900	Ordinary	£1.

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new
shares have been, or are to be, issued are as follows:—

~~None.~~

Same as existing shares

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director,
Manager or Secretary }

Secretary.

Dated the 25th day of August, 1952.

No. of Company... 302461 / 31



..... Approved Prescription Services COMPANY, LIMITED.

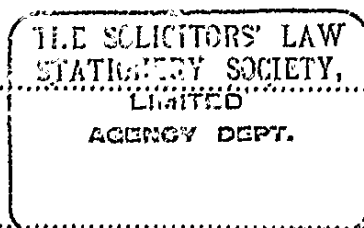
Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



The NOMINAL CAPITAL of.....

.....*Approved Prescription Services*.....Company, Limited,

has by a Resolution of the Company dated.....*25th August 1952*.....

been increased by the addition thereto of the sum of £.....*9,900*....., divided into

.....*9,900*.....shares of £*1*.....each, beyond the Registered Capital of

.....*£100*.....

Signature.....

W. B. Bailey for -

THE SOLICITORS' LAW
STATE LAY SOCIETY,
LIMITED
AGENCY DEPT.

Description

Agents

Date*28th August 1952*.....

This statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for Binding, and must not be written across.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

APPROVED PRESCRIPTION SERVICES
LIMITED

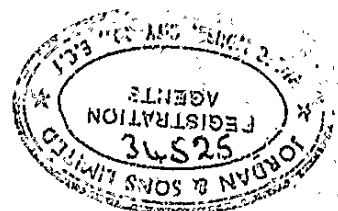
Passed 8th December, 1972

At an Extraordinary General Meeting of the above named Company duly convened and held at the registered office of the Company at Whitcliffe Road Cleckheaton in the County of York on Friday 8th. December, 1972 the following Resolution was duly passed as a Special Resolution :-

RESOLUTION

That the authorised capital of the Company be increased to £20,000 by the creation of 10,000 new shares of £1 each.

W. A.
CHAIRMAN



NO. OF COMPANY 302461

70

[C.F. 10]

THE COMPANIES ACT, 1948.

E 2.50.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

APPROVED PRESCRIPTION SERVICES

LIMITED

JS

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.P. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1604 (V) □



Presented by



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

.....
.....APPROVED PRESCRIPTION SERVICES.....LIMITED,
.....
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a).....Special.....Resolution of the Company dated the
.....8th.....day ofDecember.....1972, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£.....10,000.....beyond the registered Capital of £.....10,000.....

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
10,000		£1

The conditions (*e.g.*, voting rights, dividend rights, winding-up rights, etc.),
subject to which the new Shares have been, or are to be, issued, are as follows:—

The new shares will rank *pari passu* in all respects
with the existing shares of £1 each in the capital of the
Company

.....None.....of the new Shares are Preference Shares, and are (b) [not]
redeemable.

(Signature).....

(State whether Director, or Secretary).....Director.....

Dated the.....8th.....day ofDecember.....1972

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

No. OF COMPANY.....302461/71

COMPANY HAVING A SHARE CAPITAL.

Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF
COMPANY.....



Approved Prescription Services.....LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act,

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1955)

SEC. 49 (5), FINANCE ACT 1973	
REGISTERED CAPITAL	£40.00
AMOUNT ALLOWED	£40.00
INITIALS & DATE	W 4/3/71
REFERENCE No.	Beta 1227

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 8th December, 1972 been increased by the addition thereto of the sum of £ 10,000 beyond the Registered Capital of £10,000

Signature.....

Date 8th December, 1972

Description.....Director

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

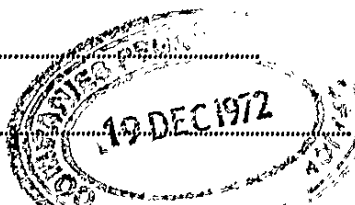
SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1075 (v)

Presented for registration by



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

APPROVED PRESCRIPTION SERVICES LIMITED

Passed 29th December, 1972.

At an extraordinary general meeting of the above-named Company. duly convened and held at Whitcliffe Road Cleckheaton, in the County of York on Friday 29th December, 1972, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the articles of association of the Company be altered by adding after regulation 16 the following regulations to be numbered 17 and 18 respectively, viz.:

17. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares

18. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally

35670

44

shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolves to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

2. That it is desirable to capitalise the sum of £6,000 (Six thousand pounds) part of the sum standing to the credit of Profit and Loss Account and, accordingly, that such sum be set free for distribution amongst the registered holders of shares in the capital of the Company at the date hereof and that the same be applied in paying up in full 6,000 unissued shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst such holders at the rate of one fully paid share for each share of £1 in the capital of the Company held by such holders respectively such fully paid shares to rank for dividend as from the 1st day of January, 1973


Chairman.

Special Resolution

Pursuant to Section 141 (2).

OF

APPROVED PRESCRIPTION SERVICES, LIMITED.

Passed 1st October, 1974.

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at The Company's Registered Office, Whitcliffe Road, Cleckheaton, in the County of York.

on the First day of October 1974 the following Special Resolution was duly passed:—

That the Authorised Capital of the Company be increased to £ 100,000.00 by the creation of 80,000 Ordinary Shares of £ 1.00. each.

These shares to rank pari passu with the existing Ordinary Shares.

FOR AND ON BEHALF OF
APPROVED PRESCRIPTION SERVICES LTD.
CLECKHEATON, YORKS.


DIRECTOR

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

No. of Company.....302461

Form No. 10/10A

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

APPROVED PRESCRIPTION SERVICES

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a SPECIAL Resolution of the Company dated the FIRST day of OCTOBER 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 80,000.00 beyond the registered capital of £ 20,000.00

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
80,000	ORDINARY	£ 1.00.

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

These shares to rank pari passu with the existing Ordinary Shares.

Signature

State whether Director } DIRECTOR/SECRETARY
or Secretary }

Dated the FIRST day of OCTOBER 19 74.

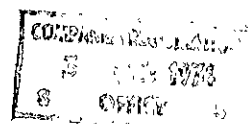
Presented by

Presentor's Reference WH

W. HEMINGWAY, ESQ.,

APPROVED PRESCRIPTION SERVICES, LIMITED.

P.O. BOX 15, WHITCLIFFE ROAD, CLECKHEATON.



The Companies Act 1929
COMPANY LIMITED BY SHARES
APPROVED PRESCRIPTION SERVICES LIMITED

Print of Ordinary and Special Resolutions passed at an Extraordinary General Meeting of the Company. on 20th May 1986.

Ordinary Resolution

Increase in Authorised Capital

That the authorised share capital of the Company be and is hereby increased by the creation of 5,555 Ordinary Shares of £1 each having attached the rights set out in the Articles of Association of the Company as proposed to be amended by the Special Resolution numbered 2 and set out below.

Special Resolutions

1. Approval of share allotment and share subscription and exclusion of pre-emption rights.

- 1.1 That the Directors be and are hereby unconditionally authorised for the purposes of s.80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such a manner as they think fit, upto the amount of £5,555 at any time during the period of 5 years from the date hereof;
- 1.2 That by virtue of s.95(1) of the Companies Act 1985 s.89(1) shall not apply to the issue of the Ordinary Shares.



2. AMENDMENT OF ARTICLES

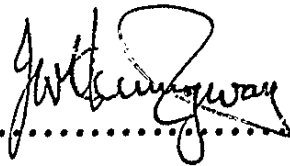
That the Articles of Association of the Company be and are hereby amended by inserting immediately after the existing Article 16 the following new Article 17:-

"17. Notwithstanding anything contained in these Articles no sale or transfer of any share or shares or any interest therein to any person whomsoever conferring the right to vote at general meetings of the Company which would result if made and registered in a person or persons who was or were not a Member or Members of the Company on the date this Article was adopted as an Article of Association of the Company obtaining a controlling interest in the Company (any such shares hereinafter called "the Specified Shares") shall be made or registered unless before the transfer is lodged for registration the proposed transferee or transferees or his her or their nominees has or have made an offer (stipulated to be open for acceptance for twenty-eight days) to purchase, all the issued shares at the Specified Price (as hereinafter defined) which offer every Shareholder shall be bound within twenty-eight days of the making of such offer to him either to accept or reject in writing (and in default of so doing shall be deemed to have rejected the offer) For the purpose of this Article.

(i) the expression "a controlling interest" shall mean shares conferring in the aggregate 50% or more of the total voting rights conferred by all the shares in the capital of the Company for the time being in issue and conferring the right to vote at all General Meetings.

(ii) the expression "transfer", "transferor" and "transferee" shall include respectively the renunciation of a renounceable letter of allotment, the original allottee and the renouncee under any such letter of allotment; and

(iii) the "Specified Price" shall mean a price per share at least par passu to that offered or paid or payable by the proposed transferee or transferees or his/her or their nominees for the Specified Shares to the holders thereof plus an amount equal to the relevant proportion of any other consideration (in cash or otherwise) received or receivable by the holders of the Specified Shares which having regard to the substance of the transaction as a whole can reasonably be regarded as an addition to the price paid or payable for the Specified Shares and in the event of disagreement the calculation of the Specified Price shall be referred to an umpire (acting as expert and not as arbitrator) nominated by and acting at the joint expense of the parties concerned (or, in the event of disagreement as to nomination, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales) whose decision shall be final and binding.



.....
Secretary

..... 20th May 1986

Date

Certificate No. 802,461.

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association
OF
Approved Prescription Services, Limited.

1. The Name of the Company is "APPROVED PRESCRIPTION SERVICES, 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 carry on all or any of the businesses of Manufacturing Chemists, Manufacturers and Merchants of and Dealers in Chemicals and Chemical Intermediates, Salts, Acids, Gases, Disinfectants and Chemical Compositions, Preparations and Derivatives of every description, and of and in Chemical and Laboratory Plant, Equipment, Apparatus and Materials, Specialists in Chemical Research, Chemical Engineers, Chemists' and Druggists' Sundriesmen, Chemists and Druggists, and Manufacturers and Merchants of and Dealers in Pharmaceutical, Proprietary, Patent, and Industrial Preparations, Articles, Compounds and Products of all kinds, and Clinical, Surgical, Optical, Electrical, and Scientific Instruments, Apparatus, and Materials of every description; and to buy, sell, manufacture, refine, prepare, and deal in all substances, products, apparatus, articles, and things capable of being used in any of the businesses aforesaid, or which



can be conveniently dealt with in connection therewith or are likely to be required by customers of or persons having dealings with the Company.

- (B) To employ properly qualified persons to act on the Company's behalf as analytical, research, consulting, pharmaceutical, industrial, and advising chemists, or otherwise in any manner in which any such persons might act if he or they were carrying on upon his or their own behalf the above-mentioned businesses or any of them.
- (C) 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 more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any factories, shops, or other buildings.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) 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 partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) 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.

- (L) 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.
- ✓ (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests 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 carried on so as directly or indirectly to benefit this Company.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (O) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (P) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (Q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its

employés, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.

- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) To sell or otherwise dispose of the whole or any part of the business or property 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.
- (T) 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.
- (U) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this

Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Hundred Pounds, divided into One Hundred Shares of One Pound each.

No. of Company, 302461.

The Companies Act 1948.

Special Resolution
OF
APPROVED PRESCRIPTION SERVICES LIMITED

Passed the 25th day of August 1952.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened pursuant to the provisions of Section 133 of the Companies Act 1948, and held at Bradford Road West, Batley, in the County of York, on the 25th day of August 1952, the following Special Resolution was duly passed:—

“ That the capital of the Company be increased from £100 to £10,000 by the issue of 9,900 new Ordinary Shares of £1 each.”

W. HEMINGWAY,
Chairman.

Uc 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>J. B. CROUCH, 116 Chancery Lane, London, W.C. 2, Commercial Manager</p>	One
<p>PERCY O. ANSELL, 54 High View Gardens, Potters Bar, Middlesex, Commercial Clerk</p>	One

Dated the 27th day of June, 1935.

Witness to the above Signatures—

C. W. WADE,
89 Spring Grove Road,
Lampton, Middlesex,
Commercial Clerk.

ARTICLES OF ASSOCIATION

APPROVED PRESCRIPTION SERVICES LIMITED



The Companies Act 1929
COMPANY LIMITED BY SHARES
APPROVED PRESCRIPTION SERVICES LIMITED

Print of Ordinary and Special Resolutions passed at an Extraordinary General Meeting of the Company on 20th May 1986.

Ordinary Resolution

Increase in Authorised Capital

That the authorised share capital of the Company be and is hereby increased by the creation of 5,555 Ordinary Shares of £1 each having attached the rights set out in the Articles of Association of the Company as proposed to be amended by the Special Resolution numbered 2 and set out below.

Special Resolutions

1. Approval of share allotment and share subscription and exclusion of pre-emption rights.

- 1.1 That the Directors be and are hereby unconditionally authorised for the purposes of s.80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such a manner as they think fit, upto the amount of £5,555 at any time during the period of 5 years from the date hereof;
- 1.2 That by virtue of s.95(1) of the Companies Act 1985 s.89(1) shall not apply to the issue of the Ordinary Shares.

2. AMENDMENT OF ARTICLES

That the Articles of Association of the Company be and are hereby amended by inserting immediately after the existing Article 16 the following new Article 17:-

"17. Notwithstanding anything contained in these Articles no sale or transfer of any share or shares or any interest therein to any person whomsoever conferring the right to vote at general meetings of the Company which would result if made and registered in a person or persons who was or were not a Member or Members of the Company on the date this Article was adopted as an Article of Association of the Company obtaining a controlling interest in the Company (any such shares hereinafter called "the Specified Shares") shall be made or registered unless before the transfer is lodged for registration the proposed transferee or transferees or his her or their nominees has or have made an offer (stipulated to be open for acceptance for twenty-eight days) to purchase, all the issued shares at the Specified Price (as hereinafter defined) which offer every Shareholder shall be bound within twenty-eight days of the making of such offer to him either to accept or reject in writing (and in default of so doing shall be deemed to have rejected the offer) For the purpose of this Article.

(i) the expression "a controlling interest" shall mean shares conferring in the aggregate 50%-or-more of the total voting rights conferred by all the shares in the capital of the Company for the time being in issue and conferring the right to vote at all General Meetings.

(ii) the expression "transfer", "transferor" and "transferee" shall include respectively the renunciation of a renounceable letter of allotment, the original allottee and the renouncee under any such letter of allotment; and

(iii) the "Specified Price" shall mean a price per share at least pari passu to that offered or paid or payable by the proposed transferee or transferees or his/her or their nominees for the Specified Shares to the holders thereof plus an amount equal to the relevant proportion of any other consideration (in cash or otherwise) received or receivable by the holders of the Specified Shares which having regard to the substance of the transaction as a whole can reasonably be regarded as an addition to the price paid or payable for the Specified Shares and in the event of disagreement the calculation of the Specified Price shall be referred to an umpire (acting as expert and not as arbitrator) nominated by and acting at the joint expense of the parties concerned (or, in the event of disagreement as to nomination, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales) whose decision shall be final and binding.

.....
Secretary

.....
Date

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Approved Prescription Services, Limited.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter 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 39, 40, 69, 72, 78, 79, 104, and 107 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. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been

formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

(c) The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

4. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

5. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

6. A General Meeting of the Company shall be held in each calendar 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 by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

7. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five; and Clause 64 of Table A shall be modified accordingly.

9. Until the appointment of the first Directors, the Subscribers hereto may exercise the powers of the Directors, but shall not be entitled to any remuneration.

10. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

11. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

12. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar 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 become prohibited from being a Director by

reason of any order made under Sections 217 or 275 of The Companies Act, 1929;

- (c) If he give the Company one calendar month's notice in writing that he resigns his office.

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 Company 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.

13. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in 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, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. A general notice given to the Directors by a Director to the effect that he is a Member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made. Any 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.

14. The Directors may at any time entrust to and confer upon the Secretary or Manager all or any of

the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

15. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

16. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

17. Notwithstanding anything contained in these Articles no sale or transfer of any share or shares or any interest therein to any person whomsoever conferring the right to vote at general meetings of the Company which would result if made and registered in a person or persons who was or were not a Member or Members of the Company on the date this Article was adopted as an Article of Association of the Company obtaining a controlling interest in the Company (any such shares hereinafter called "the Specified Shares") shall be made or registered unless before the transfer is lodged for registration the proposed transferee or transferees or his her or their nominees has or have made an offer (stipulated to be open for acceptance for twenty-eight days) to purchase all the issued shares at the Specified Price (as hereinafter defined) which offer every Shareholder shall be bound within twenty-eight days of the making of such offer to him either to accept or reject in writing (and in default of so doing shall be deemed to have rejected the offer) For the purpose of this Article.

(i) the expression "a controlling interest" shall mean shares conferring in the aggregate 50% or more of the total voting rights

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

J. B. CROUCH,

116 Chancery Lane.

London, W.C. 2,

Commercial Manager.

PERCY O. ANSELL,

54 High View Gardens,

Potters Bar,

Middlesex,

Commercial Clerk.

Dated the 27th day of June, 1935.

Witness to the above Signatures—

C. W. WADE,

89 Spring Grove Road,

Lampton, Middlesex,

Commercial Clerk.

Incorporated the 1st day of July, 1935.

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

110

302461

Name of Company

APPROVED PRESCRIPTION SERVICES LIMITED

Limited*

*delete if
inappropriatedelete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[XXXXXXXXXX] resolution of the company dated 20TH MAY 1986

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 5,555 beyond the registered capital of £100,000A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
5555	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleafdelete as
appropriate

Signed

[Director] [Secretary] Date

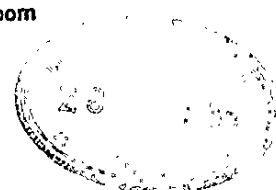
20 May 1986

Presentor's name, address and
reference (if any):

IMG/JTG

Walker Morris & Coles
St Andrew House
119-121 The Headrow
LEEDS LS1 5NPFor official use
General section

Post room



G

COMPANIES FORM No. 242

242

Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

302461

Name of company

* APPROVED PRESCRIPTION SERVICES LIMITED

* insert full name of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as appropriate

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

Signed

[Director][Secretary]† Date

18/10/91

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

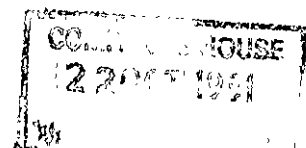
0	5	0	4	1	9	8	5
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Presenter's name address and reference (if any): RGW/PD
Company Secretary,
Rhone-Poulenc Rorer Limited,
Rainham Road South,
Dagenham, Essex RM10 7XS
Tel: 081 592 3060

For official use
General Section



Post room



BAKER TILLY

2 Bloomsbury Street London WC1B 3ST
Tel 071 413 5100 DX: 1040 London Fax: 071-413 5101

Our Ref: RW/hjm

13 January 1992

Approved Prescription Services Limited
Rainham Road South
Dagenham
Essex
RM10 7XS

302461

Dear Sirs,

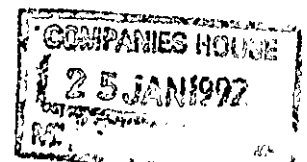
Notice of Resignation

We hereby give notice of our resignation as auditors of your company with effect from today.

There are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

Baker Tilly



Offices at London Billingshurst Birmingham Bradford Bromley Crawley Guildford
Harrogate Leeds Manchester Sherborne Sturminster Newton Warwick Watford Yeovil

A list of partners names is available at the above address

Authorised by the Institute of Chartered Accountants in England and Wales
to carry on investment business



A member of
BKR
International

G

COMPANIES FORM NO. 242

Notice of claim to extension of period allowed for laying and delivering accounts — overseas business or interests

242

Pursuant to section 242 of the Companies Act 1985

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] []

302461

Name of company

• ARROW PRESCRIPTION SERVICES LTD

Insert full name
of company

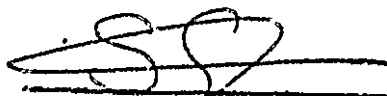
Delete as
appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company (ending) (which ended on)†

Day Month Year

3	1	1	2	1	9	9	1
---	---	---	---	---	---	---	---

Signed



[Director] [Secretary]† Date

30/10/92

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

Presenter's name address and
reference (if any):

ANDY HAMMOND
COOPERS & LYBRAND
5, ALBION PLACE
LEEDS LS1 6SP

For official Use
General Section

Post room



30 OCT '92 15:10

0323 649808 LEADS 002

Company No : 302461

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

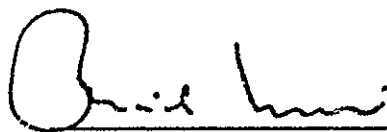
Elective Resolution
of
APPROVED PRESCRIPTION SERVICES LIMITED

At an Extraordinary General Meeting of the Company held on Monday 19th April 1993, the following elective resolution was passed :-

"that in accordance with Section 379A of the Companies Act 1985 ("the Act"):-

- (1) the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under Section 80 of the Act; and
- (2) the Company elects:
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent."

Dated 19th April, 1993


M.J. Harris, Secretary

