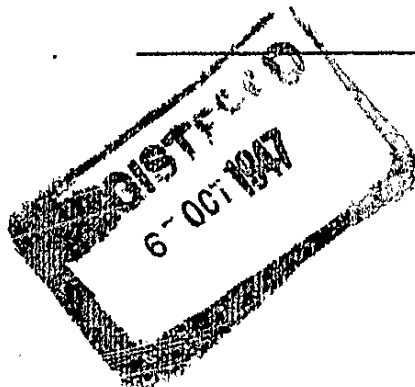


Number of
Company

443223

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

CLAUDIUS ASH SONS & COMPANY
LIMITED.

Attested by

DENTON HALL & HUGGIN

3 GRAY'S INN PLACE,

LONDON, W.C.1.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 29 & 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

I, LIONEL RICHARD WOOLNER of

3 GRAYS INN PLACE, GRAY'S INN, W.C.1.

(a) Here insert:
"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
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) A SOLICITOR

of the Supreme Court engaged in the formation

of CLAUDIUS ASH, SONS & COMPANY

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 Gray's Inn Place

Gray's Inn in the County of

London

the 16th day of September, 1947

Before me,

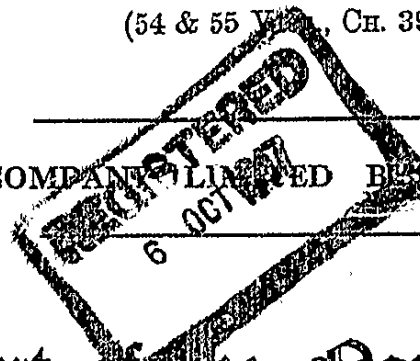
[Signature]
A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace]

This margin is reserved for binding and should not be written across.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

CLAUDIUS ASH, SONS & COMPANY

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

DENTON HALL & BURGIN,

3 GRAY'S INN PLACE,

W.C.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

688600

THE NOMINAL CAPITAL

OF

CLAUDIUS ASH SONS & COMPANY

, Limited,

is £100, divided into 100

Shares of £1. each.

*Signature

Denton Lau King
3 Gray's Inn Place, W.C.1.

Description Solicitors

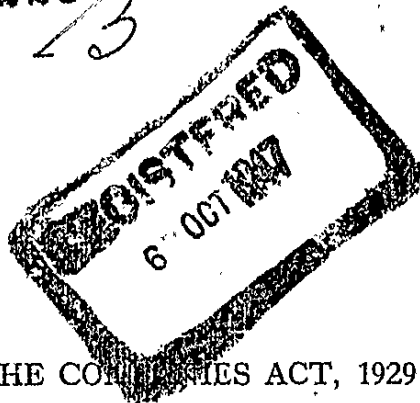
Dated the Twenty sixth day of August September 19 47.

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

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



443223



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
CLAUDIUS ASH, SONS & CO. LIMITED

1. THE name of the Company is "CLAUDIUS ASH, SONS & CO. 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 in the United Kingdom and elsewhere the business of retail sellers distributors and manufacturers of mineral and artificial teeth and of all materials, instruments, appliances and supplies of all sorts that are now or may at any time be in use in the practice of medicine or surgery (dental or otherwise) or dental or surgical mechanics and to do all such things as are incidental or conducive to such a business
 - (B) To carry on any other business 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 profitable any of the Company's properties or rights
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent

rights, licences, secret processes, machinery plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money, and to invest it on such terms as the Company may approve, and to discharge the obligations and contracts of its customers and others
- (I) To make advances to its customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers to customers and others
- (J) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its pre-

decessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (N) To accept payment for any property or rights sold or otherwise disposed of or otherwise by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or payment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as are incidental or conducive to the above objects or any of them

4. The liability of the Members is limited

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto, respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses 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

Joseph William Vincent Ash. 7 Duxton Close. Director of The Amalgamated Dental Co. Ltd. London W.11	One
James Henry Rose 50. Embury Farm way 8. Molesey Departmental Manager of the Amalgamated Dental Co.	One

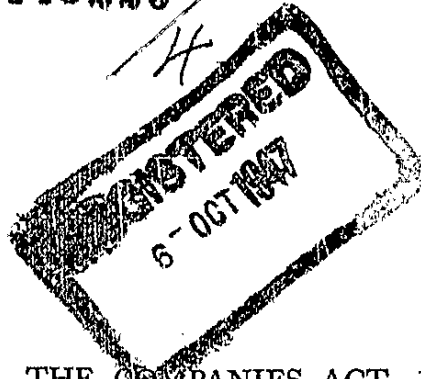
DATED this Tenth day of September 1947

WITNESS to the above Signatures :—

William Thomas Bell
25 Willow Way
Church End
Finchley N3.
Secretary of the Amalgamated
Dental Co. Ltd.



443223



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Articles of Association

OF

CLAUDIUS ASH, SONS & CO. LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company

2. Clauses 45 61 64 66 68 69 72 73 74 75 76 77 78 79 80 82 83 and 84 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining clauses of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be limited to 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 is restricted in manner and to the extent hereinafter appearing

4. 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 provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES

6. No shares in the Company shall be transferred to any person or corporation until they shall have first been offered to The Amalgamated Dental Company Limited at a fair value to be fixed in default of agreement by the Company's Auditors for the time being.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present and together holding or representing by proxy not less than one-fifth of the issued Share Capital of the Company shall be a quorum

8. On a show of hands every member who is present in person shall have one vote. On a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder

VOTES OF MEMBERS

9. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve :—

"CLAUDIUS ASH SONS & CO. LIMITED

"I,
"of
"in the County of being a member of
"CLAUDIUS ASH SONS & CO. LIMITED hereby appoint
" of
" or failing
"him of
" as my
"proxy to vote for me and on my behalf at the Ordinary or Extra-
"ordinary or Adjourned, as the case may be General Meeting of the
"Company to be held on the
"day of and at any adjournment thereof.
"Signed this day of "

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than three nor more than seven. The first and all subsequent Directors shall be appointed in writing by The Amalgamated Dental Company Limited and every Director shall subject to the provision of Article 14 hereof hold office for life.

11. The Director for the time being nominated and appointed by The Amalgamated Dental Company Limited as Chairman of the Board of Directors pursuant to Article 18 hereof may from time to time nominate in writing some person (being a Director of the Amalgamated Dental Company Limited) to act as alternate Director in his place during his inability from illness absence or other cause whatsoever to act as a Director and such alternate Director shall be subject in all respects to the terms and conditions (except as to remuneration and qualification) existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions (including that of Chairman) of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director appointing him who may at any time revoke the appointment of any such alternate Director and (if he thinks fit) appoint another person in his place.

POWERS AND DUTIES OF DIRECTORS

12. The Directors from time to time and at any time may provide through Local Boards Attorneys or Agencies for the management of the affairs of the Company and may appoint any persons to be members of such Local Boards or as Attorneys or Agents and may remove any persons so appointed and appoint others in their place and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929 and those powers shall accordingly be exercisable by the Directors.

13. The Directors from time to time and at any time may delegate to any such Local Board Attorney or Agent any of the powers authorities and discretions for the time being vested in the Directors and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit and may include a power to sub-delegate and the Directors may at any time annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929 Section 141
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (4) If his appointment as Director is cancelled by written notice given to the Company by The Amalgamated Dental Company Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company for any cause whatsoever and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice
- (5) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors

(6) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 Section 217 or Section 275.

(7) If he is found lunatic or becomes of unsound mind.

15. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board.

16. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions namely : (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929 and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout and if he do so vote his vote shall not be counted. The said prohibition against voting shall not however apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three

18. The Amalgamated Dental Company Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director nominated by him under Article 11 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternative Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

19. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

20. The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors the continuing directors may act for the purpose of summoning a general meeting of the Company but for no other purpose

WINDING UP

21. In a winding up the Liquidator may with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY

22. Every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (C) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Joseph William Vincent Cook.
Director, 8 Dursley Close,
Surrey, 24 Amalgamated Bank, London. W.10.
J.H.A. James Henry Rose,
50. Embury Farm, Weybridge,
E. Midsx. Departmental Manager of the
Amalgamated Bank Ltd.
DATED this 20th day of September 1947.

WITNESS to the above signatures:—

William Thomas Bell
23 Willow Way
Church End
Finchley N.3.
Secretary of the Amalgamated
Bank Ltd.

DUPLICATE FOR THE FILE

No. 443223



Certificate of Incorporation

I Hereby Certify, That

CLAUDIUS ASH, SONS & CO. 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
October One Thousand Nine Hundred and Forty-seven.

F. S. Tredinnick

Registrar of Companies.

Certificate
received by

Ed Temple for Denton Hall & Burgin

Date

10. Oct. 1947

memorandum of
y 443223.

9.

SPECIAL RESOLUTION
OF

CLAUDIUS ASH, SONS & CO.,
LIMITED

PASSED 15TH JUNE, 1948



At an EXTRAORDINARY GENERAL MEETING of CLAUDIUS ASH, SONS & CO., LIMITED, duly convened and held at the Registered Offices of the Company, 26 to 40, Broadwick Street, London. W.1, on the 15th day of June, 1948, the subjoined Special Resolution was duly passed:

That the Articles of Association of the Company be altered in manner following—that is to say, by the insertion immediately after Article 10 of the following new Article to be numbered Article 10 (a):

10 (a) "Notwithstanding the provisions of the Companies Act 1947 no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of seventy."

J. H. Rose (Director)
Chairman of the
meeting.

11-2898





THE COMPANIES ACT 1948,

COMPANY LIMITED BY SHARES.

Special Resolution

OF

CLAUDIUS ASH, SONS & CO.
LIMITED.

Passed the 1st day of May, 1951.



At an EXTRAORDINARY GENERAL MEETING of the
above named Company duly convened and held at 26 to 40,
Broadwick Street, W.1., in the County of London, on the 1st day
of May, 1951 the subjoined SPECIAL RESOLUTION was duly passed
viz :—

RESOLUTION.

That the Articles of Association of the Company
be altered in manner following, that is to say by the
deletion in Article 10 of the words "nor more than
seven" and the substitution in place thereof of
the words "nor more than ten."

Isaiah

Chairman.

Arthur Hill & Burgin
3 Gray's Inn Place



A

443223/24 H

SPECIAL RESOLUTION

OF

CLAUDIUS ASH, SONS & CO. LIMITED



YER
✓

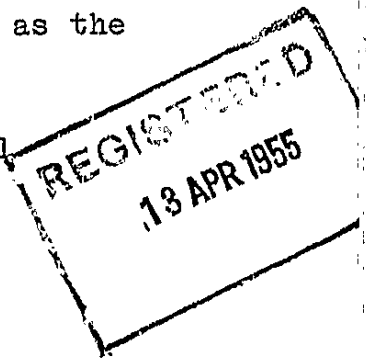
John
PRIVATE

Passed the 31st day of March 1955.

At an EXTRAORDINARY GENERAL MEETING OF Claudius Ash, Sons & Co. Limited, duly convened and held at 26-40, Broadwick Street, London, W. 1., on the 31st day of March, 1955, the subjoined Special Resolution was duly passed :

THAT the regulations contained in the printed form of Articles submitted to the Meeting, and for the purpose of identification signed by the Chairman thereof, be approved and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

Eric
Chairman.



106



The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

of

Claudius Ash, Sons & Company Limited

Erwin

The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution passed on the 31st day of March, 1955)

of

Claudius Ash, Sons & Company Limited

Incorporated the 6th day of October, 1947.

31st March, 1955.

This is the printed form of Articles of Association referred to in the Special Resolution of the Company passed on this date.

Strack.

Company Limited by Shares

Articles of Association

of

.....Claudius Ash, Sons & Company.....Limited.

(Adopted by Special Resolution, passed on the **Thirty-first** day
of **March**, 1955).

Preliminary

1. The regulations contained in Table A in the First Schedule to the Companies Act, shall not apply to the Company.

2. Subject as hereinafter provided the regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.

3. Clauses 24, 53, 68, 69, 70, 71, 72, 73, 75, 76, 79, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108, 109, 136 in Part I and Clauses 1, 4, in Part II of Table A shall not apply to the Company but the Articles hereinafter contained in addition to the remaining clauses in Part I and Part II of Table A as varied by these Articles shall constitute the regulations of the Company.

Capital

4. The Capital of the Company is £ **100** divided into **100** shares of £1 each.

Proceedings at General Meetings

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present which will be deemed to include representatives of Corporation members shall be a quorum.

Directors

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first and all subsequent Directors shall be appointed in writing by The Amalgamated Dental Company Limited and every Director shall hold office until he vacates such office under Article 9 hereof.

7. Notwithstanding the provisions of The Companies Act, 1948, no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of Seventy.

2

8. The Amalgamated Dental Company Limited may from time to time appoint some person (being a Director or the Secretary of The Amalgamated Dental Company Limited) to act as alternate Director in the place of any Director during his inability from illness, absence or any other cause whatsoever and such alternate Director shall be subject in all respects to the terms and conditions existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and The Amalgamated Dental Company Limited may revoke such appointment and (if it thinks fit) appoint another person similarly qualified in his place and any such appointment and revocation under this Article shall be effected by notice in writing from The Amalgamated Dental Company Limited.

Disqualification of Directors

9. The office of a Director shall be vacated :
- (1) If by notice in writing he resigns the office of Director.
 - (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
 - (3) If his appointment as Director is cancelled by written notice given to the Company by The Amalgamated Dental Company Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company Limited without cause assigned therefor and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice.
 - (4) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
 - (5) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1948, Section 188.
 - (6) If he becomes of unsound mind.

Proceedings of Directors

10. The Amalgamated Dental Company Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director appointed in his place under Article 8 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternate Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

Indemnity

11. Subject to the limitations imposed by Section 205 of the Companies Act, 1948, every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

FIRST SCHEDULE
TO
THE COMPANIES ACT, 1948
(11 & 12 GEO. 6, CH. 38)

TABLE A

PART I

REGULATIONS FOR MANAGEMENT OF A COMPANY
LIMITED BY SHARES, NOT BEING A PRIVATE COMPANY

INTERPRETATION.

1. In these regulations :—

“the Act” means the Companies Act, 1948.

“the seal” means the common seal of the company.

“secretary” means any person appointed to perform the duties of the secretary of the company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

3. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

4. If at any time the share 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, whether or not the company is being wound up, be varied 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 apply, but so that the necessary quorum shall be two persons at least holding or

representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

6. The company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

9. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

LIEN.

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.

and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on

which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 5 per cent. per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES.

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and, except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act, the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

24. The directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.

25. The directors may also decline to recognise any instrument of transfer unless—

- (a) a fee of 2s. 6d. or such lesser sum as the directors may from time to time require is paid to the company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of share.

26. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

27. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

28. The company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES.

29. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

30. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

32. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

33. If a member fails to pay any call or instalment or a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited, by resolution of the directors to that effect.

36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

38. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

39. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK.

40. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

41. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

42. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

43. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

ALTERATION OF CAPITAL.

44. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

45. The company may by ordinary resolution—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares ;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act ;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

46. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner, and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS.

47. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it ; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

48. All general meetings other than annual general meetings shall be called extraordinary general meetings.

49. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS.

50. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company :

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat ; and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

51. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

52. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

53. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

54. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

55. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

56. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

57. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

58. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (d) by a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in regulation 61, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

61. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

63. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

67. On a poll votes may be given either personally or by proxy.

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a Notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

70. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

Limited

"
I/We
of
in the county of , being a member/members of the
above-named company, hereby appoint
of
or failing him,
of
as my/our proxy to vote for me/us on my/our behalf at the
[annual or extraordinary, as the case may be] general
meeting of the company to be held on the day
of 19 , and at any adjournment thereof.
Signed this day of 19 ."

71. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

Limited

"
I/We
of
in the county of , being a member/members
the above-named company, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at
the [annual or extraordinary, as the case may be] general
meeting of the company, to be held on the day
of 19 , and at any adjournment thereof.
Signed this day of 19 .

This form is to be used *in favour of the resolution. Unless
otherwise instructed, the proxy will vote as he thinks fit.
* Strike out whichever is not desired."

72. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the

proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

74. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS.

75. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

76. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

77. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

78. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise direct.

BORROWING POWERS.

79. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party:

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the company in general meeting, exceed the nominal amount of the share capital of the company for the time being issued, but nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS.

80. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

81. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. The company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

83. The company may exercise the powers conferred upon the company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

84. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 199 of the Act.

(2) A director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

86. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS.

88. The office of director shall be vacated if the director—

- (a) ceases to be a director by virtue of section 182 or 185 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

ROTATION OF DIRECTORS.

89. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

90. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

91. A retiring director shall be eligible for re-election.

92. The company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

93. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

94. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

95. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

96. The company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

97. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under regulation 95 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill a casual vacancy shall be subject to retirement at the same time as if he had been appointed a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS.

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

100. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

101. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

102. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

103. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

104. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

105. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

106. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTOR.

107. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement

by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he cease from any cause to be a director.

108. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.

109. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

110. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

111. No person shall be appointed or hold office as secretary who is—

- (a) the sole director of the company; or
- (b) a corporation the sole director of which is the sole director of the company; or
- (c) the sole director of a corporation which is the sole director of the company.

112. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL.

113. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

DIVIDENDS AND RESERVE.

114. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

115. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

116. No dividend shall be paid otherwise than out of profits.

117. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

118. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

119. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

120. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

121. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one, two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

122. No dividend shall bear interest against the company.

ACCOUNTS.

123. The directors shall cause proper books of account to be kept with respect to—

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall

be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS.

128. 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.

129. 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 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 resolved 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.

AUDIT.

130. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES.

131. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

132. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

133. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

134. Notice of every general meeting shall be given in any manner hereinbefore authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them ;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP.

135. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY.

136. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him

in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court.

PART II

REGULATIONS FOR THE MANAGEMENT OF A PRIVATE COMPANY LIMITED BY SHARES

1. The regulations contained in Part I of Table A (with the exception of regulations 24 and 53) shall apply.

2. The company is a private company and accordingly—

- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
- (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who 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) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- (d) the company shall not have power to issue share warrants to bearer.

3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

6. The directors may at any time require any person whose name is entered in the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the company is an exempt private company within the meaning of subsection (4) of section 129 of the Act.

NOTE.—Regulations 3 and 4 of this Part are alternative to regulations 24 and 53 respectively of Part I.

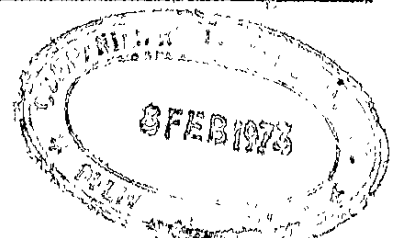
The Companies Act, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM
and
Articles of Association

of

Claudius Ash, Sons & Company Limited



Certificate of Incorporation

I HEREBY CERTIFY that Claudius Ash, Sons & Co. Limited is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this 6th day of October, One Thousand Nine Hundred and Forty-Seven.

F. S. TREDINNICK,

Registrar of Companies.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
CLAUDIUS ASH, SONS & CO. LIMITED

1. THE name of the Company is "CLAUDIUS ASH, SONS & CO. 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 in the United Kingdom and elsewhere the business of retail sellers distributors and manufacturers of mineral and artificial teeth and of all materials, instruments, appliances and supplies of all sorts that are now or may at any time be in use in the practice of medicine or surgery (dental or otherwise) or dental or surgical mechanics and to do all such things as are incidental or conducive to such a business

(B) To carry on any other business 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 profitable any of the Company's properties or rights

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent

rights, licences, secret processes, machinery plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others
- (J) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its pre-

decessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as are incidental or conducive to the above objects or any of them

4. The liability of the Members is limited

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto, respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses 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
JOSEPH WILLIAM VINCENT ASH, 7, Ruskin Close, London, N.W.11. <i>Director of The Amalgamated Dental Co. Ltd.</i>	One
JAMES HENRY ROSE, 50, Ember Farm Way, East Molesey. <i>Departmental Manager of The Amalgamated Dental Co. Ltd.</i>	One

DATED this Tenth day of September, 1947.

WITNESS to the above Signatures :—

WILLIAM THOMAS BELL,
23 Willow Way,
Church End, Finchley, N.3.
Secretary of The Amalgamated Dental Co. Ltd.

The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution passed on the 31st day of March, 1955)

of

Claudius Ash, Sons & Company Limited

Incorporated the 6th day of October, 1947

Company Limited by Shares

Articles of Association

of

Claudius Ash, Sons & Company.....Limited.

(Adopted by Special Resolution, passed on the **Thirty-first** day
of **March,** 1955).

Preliminary

1. The regulations contained in Table A in the First Schedule to the Companies Act, shall not apply to the Company.

2. Subject as hereinafter provided the regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.

3. Clauses 24, 53, 68, 69, 70, 71, 72, 73, 75, 76, 79, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108, 109, 136 in Part I and Clauses 1, 4, in Part II of Table A shall not apply to the Company but the Articles hereinafter contained in addition to the remaining clauses in Part I and Part II of Table A as varied by these Articles shall constitute the regulations of the Company.

Capital

4. The Capital of the Company is £ 100 divided into 100 shares
of £1 each.

Proceedings at General Meetings

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present which will be deemed to include representatives of Corporation members shall be a quorum.

Directors

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first and all subsequent Directors shall be appointed in writing by The Amalgamated Dental Company Limited and every Director shall hold office until he vacates such office under Article 9 hereof.

7. Notwithstanding the provisions of The Companies Act, 1948, no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of Seventy.

8. The Amalgamated Dental Company Limited may from time to time appoint some person (being a Director or the Secretary of The Amalgamated Dental Company Limited) to act as alternate Director in the place of any Director during his inability from illness, absence or any other cause whatsoever and such alternate Director shall be subject in all respects to the terms and conditions existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and The Amalgamated Dental Company Limited may revoke such appointment and (if it thinks fit) appoint another person similarly qualified in his place and any such appointment and revocation under this Article shall be effected by notice in writing from The Amalgamated Dental Company Limited.

Disqualification of Directors

9. The office of a Director shall be vacated :

- (1) If by notice in writing he resigns the office of Director.
- (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (3) If his appointment as Director is cancelled by written notice given to the Company by The Amalgamated Dental Company Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company Limited without cause assigned therefor and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice.
- (4) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1948, Section 188.
- (6) If he becomes of unsound mind.

Proceedings of Directors

10. The Amalgamated Dental Company Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director appointed in his place under Article 8 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternate Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

Indemnity

11. Subject to the limitations imposed by Section 205 of the Companies Act, 1948, every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

The Companies Act, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM

and

Articles of Association

of

Claudius Ash, Sons & Company Limited



No. 443223.

Certificate of Incorporation

I HEREBY CERTIFY that Claudius Ash, Sons & Co. Limited is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this 6th day of October, One Thousand Nine Hundred and Forty-Seven.

F. S. TREDINNICK,

Registrar of Companies.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
CLAUDIUS ASH, SONS & CO. LIMITED

1. THE name of the Company is "CLAUDIUS ASH, SONS & CO. 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 in the United Kingdom and elsewhere the business of retail sellers distributors and manufacturers of mineral and artificial teeth and of all materials, instruments, appliances and supplies of all sorts that are now or may at any time be in use in the practice of medicine or surgery (dental or otherwise) or dental or surgical mechanics and to do all such things as are incidental or conducive to such a business

(B) To carry on any other business 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 profitable any of the Company's properties or rights

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent

rights, licences, secret processes, machinery plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others
- (J) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its pre-

decessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (T)* To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as are incidental or conducive to the above objects or any of them

4. The liability of the Members is limited

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto, respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses 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
JOSEPH WILLIAM VINCENT ASH, 7, Ruskin Close, London, N.W.11. <i>Director of The Amalgamated Dental Co. Ltd.</i>	One
JAMES HENRY ROSE, 50, Ember Farm Way, East Molesey. <i>Departmental Manager of The Amalgamated Dental Co. Ltd.</i>	One

DATED this Tenth day of September, 1947.

WITNESS to the above Signatures :—

WILLIAM THOMAS BELL,
23 Willow Way,
Church End, Finchley, N.3.
Secretary of The Amalgamated Dental Co. Ltd.

The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution passed on the 31st day of March, 1955)

of

Claudius Ash, Sons & Company

Limited

Incorporated the 6th day of October, 1947

Company Limited by Shares

Articles of Association

of

Claudius Ash, Sons & Company Limited.

(Adopted by Special Resolution, passed on the **Thirty-first** day
of **March**, 1955).

Preliminary

1. The regulations contained in Table A in the First Schedule to the Companies Act, shall not apply to the Company.

2. Subject as hereinafter provided the regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.

3. Clauses 24, 53, 68, 69, 70, 71, 72, 73, 75, 76, 79, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108, 109, 136 in Part I and Clauses 1, 4, in Part II of Table A shall not apply to the Company but the Articles hereinafter contained in addition to the remaining clauses in Part I and Part II of Table A as varied by these Articles shall constitute the regulations of the Company.

Capital

4. The Capital of the Company is £ 100 divided into 100 shares of £1 each.

Proceedings at General Meetings

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present which will be deemed to include representatives of Corporation members shall be a quorum.

Directors

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first and all subsequent Directors shall be appointed in writing by The Amalgamated Dental Company Limited and every Director shall hold office until he vacates such office under Article 9 hereof.

7. Notwithstanding the provisions of The Companies Act, 1948, no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of Seventy.

8. The Amalgamated Dental Company Limited may from time to time appoint some person (being a Director or the Secretary of the Amalgamated Dental Company Limited) to act as alternate Director in the place of a Director during his inability from illness, absence or any other cause whatsoever and such alternate Director shall be subject in all respects to the terms and conditions existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and The Amalgamated Dental Company Limited may revoke such appointment and (if it thinks fit) appoint another person similarly qualified in his place and any such appointment and revocation under this Article shall be effected by notice in writing from The Amalgamated Dental Company Limited.

Disqualification of Directors

9. The office of a Director shall be vacated :

- (1) If by notice in writing he resigns the office of Director.
- (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (3) If his appointment as Director is cancelled by written notice given to the Company by The Amalgamated Dental Company Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company Limited without cause assigned therefor and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice.
- (4) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1948, Section 188.
- (6) If he becomes of unsound mind.

Proceedings of Directors

10. The Amalgamated Dental Company Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director appointed in his place under Article 8 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternate Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

Indemnity

11. Subject to the provisions imposed by Section 205 of the Companies Act, 1948, every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto

443.223/97

Price
Waterhouse

SOUTHWARK TOWERS,
32 LONDON BRIDGE STREET,
LONDON SE1 9SY
TELEPHONE: 01-407 8999
TELEX 804657

The Secretary
Claudius Ash Sons & Company Limited
Marlborough House
Churchfield Road
Walton-on-Thames
Surrey
KT12 2TJ

AJM/CB/U

8 March 1982

Dear Sir,

We give notice that we are resigning as auditors of Claudius Ash Sons & Company Limited with effect from 8 March 1982. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of Claudius Ash Sons & Company Limited.

Yours faithfully,

Price Waterhouse.



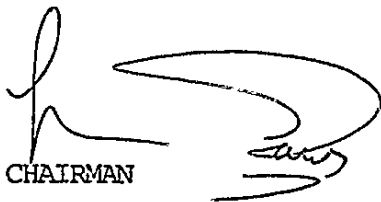
CLAUDIUS ASH, SONS & COMPANY LIMITED

COMPANY NUMBER 443223

199.

At an Extraordinary General Meeting of the Members of the above Company held at Cordent House, 32/34 Friern Park, London, N12 9DQ on the 15th day of March 1982 the following Resolution was duly passed as a SPECIAL RESOLUTION:

That the Articles of Association of the Company be amended by deleting in Articles 6, 8, 9(3) and 10 the words "the Amalgamated Dental Company" where ever they appear and substituting the words "J. & S. Davis (Holdings)".


CHAIRMAN



The Companies Act, 1929

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution passed on the 31st day of March, 1955)

(as amended by Special Resolution 15th March 1982)

of

Claudius Ash, Sons & Company Limited

Incorporated the 6th day of October, 1947.

31st March, 1955.

This is the printed form of Articles of Association referred
to in the Special Resolution of the Company passed on this date.

Handwritten signature



Company Limited by Shares

Articles of Association

of

.....Claudius Ash, Sons & Company.....Limited.

(Adopted by Special Resolution, passed on the Thirty-first day
of March, 1955).

Preliminary

Still Private

1. The regulations contained in Table A in the First Schedule to the Companies Act, shall not apply to the Company.
2. Subject as hereinafter provided the regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.
3. Clauses 24, 53, 68, 69, 70, 71, 72, 73, 75, 76, 79, 83, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108, 109, 136 in Part I and Clauses 1, 4, in Part II of Table A shall not apply to the Company but the Articles hereinafter contained in addition to the remaining clauses in Part I and Part II of Table A as varied by these Articles shall constitute the regulations of the Company.

Capital

4. The Capital of the Company is £ 100 divided into 100 shares of £1 each.

Proceedings at General Meetings

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present which will be deemed to include representatives of Corporation members shall be a quorum.

Directors

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The first and all subsequent Directors shall be appointed in writing by ~~the Company~~ ^{J. & S. CIVIE (HOLDINGS)} Limited and every Director shall hold office until he vacates such office under Article 9 hereof.

7. Notwithstanding the provisions of The Companies Act, 1948, no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of Seventy.

8. ~~The Amalgamated Dental Company~~ ^{J. & S. DAVIS (HOLDINGS)} Limited may from time to time appoint some person (being a Director or the Secretary of The Amalgamated Dental Company Limited) to act as alternate Director in the place of any Director during his inability from illness, absence or any other cause whatsoever and such alternate Director shall be subject in all respects to the terms and conditions existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and The Amalgamated Dental Company Limited may revoke such appointment and (if it thinks fit) appoint another person similarly qualified in his place and any such appointment and revocation under this Article shall be effected by notice in writing from The Amalgamated Dental Company Limited.

Disqualification of Directors

9. The office of a Director shall be vacated :

- (1) If by notice in writing he resigns the office of Director.
- (2) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (3) If his appointment as Director is cancelled by written notice given to the Company by ~~The Amalgamated Dental Company~~ ^{J. & S. DAVIS (HOLDINGS)} Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company Limited without cause assigned therefor and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice.
- (4) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (5) If he is prohibited from being a Director by an Order made under any of the provisions of the Companies Act, 1943, Section 188.
- (6) If he becomes of unsound mind.

Proceedings of Directors

10. ~~The Amalgamated Dental Company~~ ^{J. & S. DAVIS (HOLDINGS)} Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director appointed in his place under Article 8 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternate Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

Indemnity

11. Subject to the limitations imposed by Section 205 of the Companies Act, 1948, every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

THE COMPANIES ACTS 1948 TO 1976

A

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

104

443223

Name of company

CAUDINS ASH SONS & COMPANY

Limited

*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

31 03

+delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended] + and [is to be treated as having come to an end] ~~will come to an end~~ + on

Day Month Year

31 03 1983

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed

;delete as appropriate

The company is a 'subsidiary' [holding company] of

J & S DAVIS (HOLDINGS) LTD

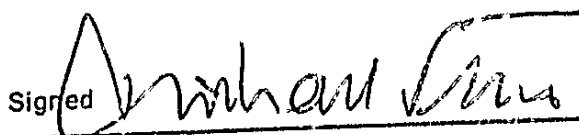
, company number 584691

the accounting reference date of which is

31 MARCH

§delete as appropriate

Signed



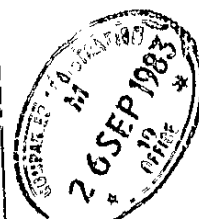
[Director] [Secretary] Date

21/9/83

Presenter's name, address and reference (if any).

For official use
General section

Post room



COMPANIES FORM No. 225(2)

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

225(2)

Please do not
write in
this margin

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

Insert full name
of company

Note
Please read notes
to 5 overleaf
before completing
this form

Delete as
appropriate

If neither of these
statements can be
completed, the
notice cannot be
given.

Pursuant to section 225(2) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

--	--	--	--

443223

Name of company

* Claudius Ash Sons & Co. Limited

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	6
---	---	---	---

Day Month Year

3	0	0	6	1	9	8	8
---	---	---	---	---	---	---	---

The previous accounting reference period of the company is to be treated as ~~extended~~ [extended]† and ~~to be treated as having come to an end~~ [will come to an end]† on

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a ~~subsidiary~~ [holding company]† of J & S Davis (Holdings) Limited

company number 581691

the accounting reference date of which is 30th June 1988

If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on and it is still in force.

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland);
as appropriate

Signed

Designation: SECRETARY

Date

28/6/88

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

J & S DAVIS (HOLDINGS) LTD.
SUMMIT HOUSE, CRANBORNE ROAD
POTTERS BAR
HERTS. ENG JEE

For official Use
General Section

Post room

COMPANIES REGISTRATION

2 JUL 1988

OFFICE

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THE COMPANIES ACT; 1929

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

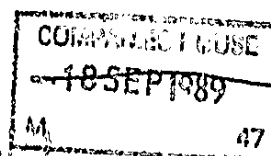
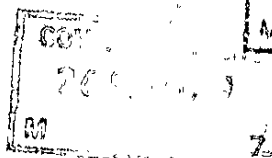
OF

~~CLAUDIUS ASH, SONS & CO. LIMITED~~
Davis Healthcare Services Limited

INCORPORATED the Sixth day of October, 1947

DENTON HALL & BURGIN
3 Gray's Inn Place, Gray's Inn,
London, W.C.1.

CLAUDE & PULLEN LTD, IDEAL HOUSE, ADELPHI STREET, LONDON, W.C.1



No. 443223.

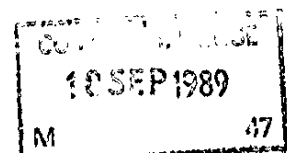
Certificate of Incorporation

I HEREBY CERTIFY that Claudius Ash, Sons & Co. Limited is this day incorporated under the Companies Act, 1929 and that the Company is Limited.

Given under my hand at London this 6th day of October, One Thousand Nine Hundred and Forty-Seven.

F. S. TREDINNICK,

Registrar of Companies.



rights, licences, secret processes, machinery plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others
- (J) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its pre-

decessors in business or the dependents of such persons, and to establish and support, or to support or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its employees

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments or securities and in such manner as may from time to time be determined
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the

dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company

- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as are incidental or conducive to the above objects or any of them

4. The liability of the Members is limited

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto, respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses 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
JOSEPH WILLIAM VINCENT ASH, 7, Ruskin Close, London, N.W.11. <i>Director of The Amalgamated Dental Co. Ltd.</i>	One
JAMES HENRY ROSE, 50, Ember Farm Way, East Molesey. <i>Departmental Manager of The Amalgamated Dental Co. Ltd.</i>	One

DATED this Tenth day of September, 1947.

WITNESS to the above Signatures :—

WILLIAM THOMAS BELL,
23 Willow Way,
Church End, Finchley, N.3.
Secretary of The Amalgamated Dental Co. Ltd.

SPECIAL RESOLUTION
OF
CLAUDIUS ASH, SONS & CO.,
LIMITED

PASSED 15TH JUNE, 1948

At an EXTRAORDINARY GENERAL MEETING of CLAUDIUS ASH, SONS & CO., LIMITED, duly convened and held at the Registered Offices of the Company, 26 to 40, Broadwick Street, London, W.1, on the 15th day of June, 1948, the subjoined Special Resolution was duly passed:

That the Articles of Association of the Company be altered in manner following—that is to say, by the insertion immediately after Article 10 of the following new Article to be numbered Article 10 (a):

10 (a) "Notwithstanding the provisions of the Companies Act 1947 no person shall be rendered incapable of being appointed a Director of the Company or, being a Director of the Company, of holding or retaining office as such by reason only of the fact that he may have attained the age of seventy."

J. H. ROSE,

Chairman of the Meeting

Company No. 443,223

THE COMPANIES ACT 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

CLAUDIUS ASH, SONS & CO.
LIMITED.

Passed the 1st day of May, 1951.

At an EXTRAORDINARY GENERAL MEETING of the
above named Company duly convened and held at 26 to 40,
Broadwick Street, W.1., in the County of London, on the 1st day
of May, 1951 the subjoined Special Resolution was duly passed
viz:—

RESOLUTION.

That the Articles of Association of the Company
be altered in manner following, that is to say by the
deletion in Article 10 of the words "nor more than
seven" and the substitution in place thereof of
the words "nor more than ten."

J. W. V. ASH.

Chairman.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Articles of Association

OF

~~CLAUDIUS ASH, SONS & CO. LIMITED~~

Davis Healthcare Services Limited

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company

2. Clauses 45 61 64 66 68 69 72 73 74 75 76 77 78 79 80 82 83 and 84 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining clauses of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929 and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be limited to 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 is restricted in manner and to the extent hereinafter appearing

4. 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 provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged. The statement required by Section 43 of the Companies Act 1929 shall be duly delivered to the Registrar of Companies for registration, and Section 42 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Sections 44 and 108 of the same Act

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES

6. No shares in the Company shall be transferred to any person or corporation until they shall have first been offered to The Amalgamated Dental Company Limited at a fair value to be fixed in default of agreement by the Company's Auditors for the time being.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present and together holding or representing by proxy not less than one-fifth of the issued Share Capital of the Company shall be a quorum

8. On a show of hands every member who is present in person shall have one vote. On a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder

VOTES OF MEMBERS

9. An instrument appointing a proxy may be in the following form, or in any other form which the Directors shall approve :—

"CLAUDIUS ASH SONS & CO. LIMITED

"I,
 "of
 "in the County of being a member of
 "CLAUDIUS ASH SONS & CO. LIMITED hereby appoint
 " of
 " or failing
 "him of
 " as my
 "proxy to vote for me and on my behalf at the Ordinary or Extra-
 "ordinary or Adjourned, as the case may be General Meeting of the
 "Company to be held on the
 "day of and at any adjournment thereof.
 "Signed this day of ."

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than three nor more than seven. The first and all subsequent Directors shall be appointed in writing by The Amalgamated Dental Company Limited and every Director shall subject to the provision of Article 14 hereof hold office for life.

11. The Director for the time being nominated and appointed by The Amalgamated Dental Company Limited as Chairman of the Board of Directors pursuant to Article 18 hereof may from time to time nominate in writing some person (being a Director of the Amalgamated Dental Company Limited) to act as alternate Director in his place during his inability from illness absence or other cause whatsoever to act as a Director and such alternate Director shall be subject in all respects to the terms and conditions (except as to remuneration and qualification) existing with reference to the Directors of the Company. Such alternate Director whilst acting in the place of a Director shall exercise and discharge all the duties and functions (including that of Chairman) of the Director whom he represents and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director appointing him who may at any time revoke the appointment of any such alternate Director and (if he thinks fit) appoint another person in his place.

POWERS AND DUTIES OF DIRECTORS

12. The Directors from time to time and at any time may provide through Local Boards Attorneys or Agencies for the management of the affairs of the Company and may appoint any persons to be members of such Local Boards or as Attorneys or Agents and may remove any persons so appointed and appoint others in their place and may fix their remuneration. The Company may exercise the powers conferred by Sections 32 and 103 of the Companies Act 1929 and those powers shall accordingly be exercisable by the Directors.

13. The Directors from time to time and at any time may delegate to any such Local Board Attorney or Agent any of the powers authorities and discretions for the time being vested in the Directors and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit and may include a power to sub-delegate and the Directors may at any time annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929 Section 141
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
- (4) If his appointment as Director is cancelled by written notice given to the Company by The Amalgamated Dental Company Limited. Such notice may be given in the absolute discretion of The Amalgamated Dental Company for any cause whatsoever and may be given at any time to take effect either immediately or at such future date as may be mentioned in the notice
- (5) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors

- (6) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 Section 217 or Section 275.
- (7) If he is found lunatic or becomes of unsound mind.

15. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board.

16. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions namely: (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act 1929 and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout and if he do so vote his vote shall not be counted. The said prohibition against voting shall not however apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) of any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

18. The Amalgamated Dental Company Limited may from time to time nominate and appoint one of the Directors to act as Chairman of the Board and such Director (or in his absence any alternate Director nominated by him under Article 11 hereof) shall preside at all Meetings of Directors but if at any Meeting neither the Chairman nor any such alternate Director shall be present within ten minutes of the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

19. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

20. The continuing directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors the continuing directors may act for the purpose of summoning a general meeting of the Company but for no other purpose

WINDING UP

21. In a winding up the Liquidator may with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

INDEMNITY

22. Every Director (including an alternate Director) or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (C) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and no Director or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

NAMES, ADDRESSES AND DESCRIPTIONS OF DIRECTORS

JOE H WILLIAM VINCENT ASH,
7, Ruskin Close,
London, N.W.11.
Director of The Amalgamated Dental Co. Ltd.

JAMES HENRY ROSE,
50, Ember Farm Way,
East Molesey.
Departmental Manager, The Amalgamated Dental Co. Ltd.

DATED this Tenth day of September, 1947.

WITNESS to the above signatures : -

WILLIAM THOMAS BILL,
23 Willow Way,
Church End, Finchley, N.3.
Secretary of The Amalgamated Dental Co. Ltd.

No. 443223

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

~~CLAUDIUS ASH, SONS & CO.~~
~~LIMITED~~

Davis Healthcare Services Limited

Incorporated the 6th day of October, 1947

DENTON HALL & BURGIN,
3 Gray's Inn Place
Gray's Inn, W.C.1.

SPECIAL RESOLUTIONS

COMPANY NUMBER 443223

CLAUDIUS ASH, SONS & COMPANY LIMITED



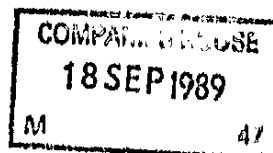
It is hereby certified that the following special resolution was passed at an extraordinary general meeting of members held on Monday 4th September, 1989 at 9.00am:

"IT WAS RESOLVED that the name of the company be changed from Claudius Ash Sons & Company Limited to Davis Healthcare Services Limited."

Signed:

.....
Chairman

Date 6 September 1989



Nil Samuel 18000 p2

000015

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 443223

I hereby certify that

CLAUDIUS ASH, SONS & CO. LIMITED

having by special resolution changed its name,
is now incorporated under the name of

DAVIS HEALTHCARE SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27 SEPTEMBER 1989

M. Rose
M. ROSE,

an authorised officer

COMPANIES FORM No. 123

Notice of increase in nominal capital

Pursuant to section 123 of the Companies Act 1985

123

To the Registrar of Companies

For official use

Company Number

[illegible]

0443223

Name of Company

DAVIS HEALTHCARE SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by

resolution of the company dated 17th May, 1991
of the company has been increased by £ 1000000.00
capital of £ 100.00

the nominal capital
beyond the registered

A copy of the resolution authorising the increase is attached.

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:

The new Preferred Ordinary shares shall rank in priority to the 100 existing Ordinary Shares of \$1 each in the capital of the company.

Please tick here if
continued overleaf



Signed

Designation **ASAC**

Date 2/3/9

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

DANIEL DAVIS
SUMMIT HOUSE,
SUMMIT ROAD,
POTTERS BAR,
HERTS EN6 3EE
0707-46330

For editorial use
General section

Presenting

○ ○ ○ ○ ○

Registered Number: 443223

The Companies Act 1989

Company Limited by shares

Special/Ordinary/Elective Resolution
of Davis Healthcare Services Limited

(passed 17th May 1991)

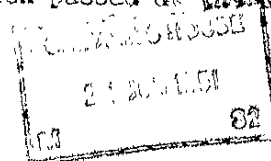
By a Resolution in writing signed by all the members of the Company on the date mentioned above pursuant to the powers conferred by the Articles of Association of the company, the below - written Resolutions were duly passed as Elective/Ordinary/Special Resolutions of the company:-

A. Elective Resolution

1. In accordance with Section 379A of the Companies Act 1985 the members elect for the purposes of Section 80A of the Companies Act 1985 that the directors are to have authority to allot shares for an indefinite period.

B. Ordinary Resolution

1. The share capital of the company be increased from 100 to 1,000,100 by the creation of 1,000,000 new shares of £1 each (the "Preference Shares") ranking in priority to the 100 existing Ordinary Shares of £1 each in the capital of the company.
2. The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (as defined by Section 80 of the said Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this Resolution; and that this authority shall allow the directors to allot such securities as preference shares and such authority shall be for an indefinite period, in accordance with the elective Resolution passed at the date hereof.



3. That upon the recommendation of the directors it is desirable to capitalise the sum of £1,000,000 owed by the Company to J & S Davis Holdings Limited, Company number 584691 and accordingly THAT subject to the passing of Resolution 1 above the directors be authorised and directed to allot and distribute, credited as fully paid up the Preference Shares to J & S Davis (Holdings) Limited to rank in priority to the existing issued Ordinary Shares of the company.

C. Special Resolution

1. In accordance with Section 95 of the Companies Act 1985, where the directors are authorised to allot equity securities pursuant to Section 80 of the Companies Act 1985 Section 99 (1) shall not apply to the allotment of any of the additional 1,000,000 equity securities made pursuant to that authority.
2. In accordance with Article 2 of the company's Articles of Association the Directors are authorised to issue an additional 1,000,000 shares as Preference Shares with such rights as the directors in their absolute discretion think fit.
3. That the Memorandum and Articles of Association be altered by substituting the Memorandum and Articles attached to this Resolution in place of the existing Articles of Association.

Signed:
CHAIRMAN

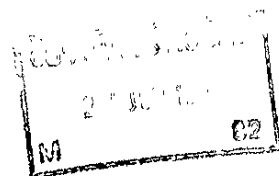
Company No. 443223

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DAVIS HEALTHCARE SERVICES LIMITED

Dibb Lupton Broomhead and Prior
Solicitors
Temple Bar House
23/28 Fleet Street
London EC4Y 1AA



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DAVIS HEALTHCARE SERVICES LIMITED

1. The name of the Company is DAVIS HEALTHCARE SERVICES LIMITED. *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on in the United Kingdom and elsewhere the business of retain sellers distributors and manufacturers of mineral and artificial teeth and of all materials, instruments appliances and supplies of all sorts that are now or may at any time be in use in the practice of medicine or surgery (dental or otherwise) or dental or surgical mechanics and to do all such things as are incidental or conducive to such a business
 - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (3) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.

* Name changed from Claudius Ash, Sons & Co. Limited on
27 September 1989

- (6) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.
- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing

either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction by itself.

- (13) 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.
- (14) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.
- (15) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or the advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- (16) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and

commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debenture or other securities of the Company.

- (18) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (19) To establish or promote, or join in the establishment or promotion of, any company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (20) To amalgamate with any other company.
- (21) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (22) To distribute any of the Company's property among the members in specie.
- (23) To cause the Company to be registered or recognised in any part of the world.
- (24) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- (25) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

and it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

03-07-91

(B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.*

* By Resolutions passed on 17th May 1991 the Share Capital of the Company was increased to £1,000,100 divided into 1,000,000 Preferred Shares of £1 each and 100 Ordinary Shares of £1 each

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03-07-95

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
of
DAVIS HEALTHCARE SERVICES LIMITED
(Reg.No. 443223)

(Adopted by Special Resolution passed on 17th May 1991)

1. Preliminary

The regulation contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or articles of association. References herein to 'regulations' are to regulations in the said Table A

2. Private company

The Company is a private company within the meaning of Section 1(3) of the Companies Act 1985

3. Interpretation

- (1) In the first line of regulation 1 after the word 'regulations' the words 'and in any articles adopting in whole or in part the same' shall be inserted.
- (2) In these Articles;

(a) unless the context otherwise requires the following expressions have the following meanings:

- 'Preferred Shares' means the preferred ordinary shares of £1 each in the share capital of the Company from time to time
- 'Ordinary Shares' means the ordinary shares of £1 each in the share capital of the Company from time to time
- 'the Nominated Director' means the director[s] appointed and holding office from time to time pursuant to Article 19
- 'paid up' means, in relation to a share, paid up or credited as paid up
- 'Representatives' means, in relation to a member, any person or persons who have become entitled to his shares in consequence of his death, bankruptcy or mental incapacity
- 'share' means a share in the capital of the Company of whatever class

(b) words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles

(c) words importing the singular include the plural words importing any gender include every gender, and words importing persons include bodies corporate and unincorporate; and (in each case) vice versa

(d) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears

4. Share capital

The authorised share capital of the Company at the date of adoption of these Articles is £1,000,100 divided into 1,000,000 Preferred Shares of £1 each and 100 Ordinary Shares of £1 each and the Ordinary Shares shall be separate classes of shares. Save as herein otherwise provided the Preferred Shares and the Ordinary Shares shall rank pari passu in all respects

5. Share rights

The Preferred Shares and the Ordinary Shares shall have the following rights and be subject to the following restrictions:

(1) As regards income

The profits which the Company may determine to distribute in respect of any financial period shall be distributed only amongst the holders of the Preferred Shares in proportion to the amounts paid up on the shares (excluding any premium) held by them respectively

(2) As regards capital

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

- (a) first, in paying to the holders of the Preferred Shares the amount paid up thereon including any premium
- (b) secondly, in paying to the holders of the Ordinary Shares the amount paid up thereon including any premium
- (c) thirdly, the balance (if any) of such surplus assets shall belong to and be distributed amongst the holders of the Preferred Shares in proportion to the amounts paid up on the shares (excluding any premium) held by them respectively

(3) As regards voting

Subject as provided below in this paragraph and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorized representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder; Provided that:

- (a) the Ordinary Shares shall not confer any right to vote upon a resolution for the removal from office of the Nominated Director; and

(b) if at any meeting any holder of Preferred Shares is not present in person or by proxy the votes exercisable on a poll in respect of the Preferred Shares held by member present in person or by proxy shall be pro tanto increased (fractions of a vote by any member being permitted) so that such shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the Preferred Shares if all the holders thereof were present in person

(c) no resolution of any meeting shall be effective without the consent of the holders of a majority of the Preferred Shares

The Preferred Shares and the Ordinary Shares shall by reason of the rights given to them by this Article constitute separate classes of shares and accordingly any alterations of this Article and any variation or abrogation of such rights shall be subject to the provisions of Article 7

6. Issue of new shares

- (1) Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount
- (2) Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company

7. Variation of class rights

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a extraordinary resolution passed at a separate meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class, that the holders of shares of the class shall on a poll have one vote in respect of every share of the class held by them respectively and that any holder of shares of the class present in person or by proxy may demand a poll

8. Lien

The lien conferred by regulation 8 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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 for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly

9. Calls

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words 'and all expenses that may have been incurred by the Company by reason of non-payment of the call'

10. Prohibited transfers

Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt or person of unsound mind

11. Redesignation of shares

Whenever an Ordinary share is transferred to a member who holds only Preferred Shares, such first mentioned share shall ipso facto and forthwith be converted into and redesigned as a Preferred Share

12. Proceedings at general meetings

(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members present in person or by proxy shall be a quorum of which one shall be or represent a holder of any of the Preferred Shares. Regulation 40 shall not apply

(2) If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place (or to such other day and at such other time and place as

all the members may agree in writing). If at any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved.

- (3) In regulation 44 the words 'of the class of shares the holders of which appointed him as director' shall be substituted for the words 'any class of shares in the Company'
- (4) At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly
- (5) An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative
- (6) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting
- (7) Except with the prior written agreement of the holders of a majority of the Preferred Shares, no member who has agreed to cast any of the voting rights exercisable in respect of any of the shares held by him in accordance with the directions, or subject to the consent of, any other person (including another member) shall be entitled during the relevant period (as hereinafter defined) to exercise any of the voting rights attached to any of the shares registered in his name from time to time or to be present or reckoned in a quorum at any general meeting and any resolution passed at any such meeting during the

relevant period which would not have been passed but for the vote(s) of such member cast in contravention of the provisions of this paragraph shall be null and void and of no effect

For the purposes of this paragraph:

- (a) 'relevant period' means the period from, and including, the date on which the member in question first agreed to cast the said voting rights in accordance with the directions, or subject to the consent of, the other person up to, and including, the date on which the transaction or arrangement which gave rise to that agreement is annulled or terminated
- (b) any member who has assigned the beneficial interest in, or created any charge or other security interest over any share to or in favour of any other person shall be deemed, in the absence of clear evidence to the contrary, to have agreed to exercise the voting rights attached to that share in accordance with the directions of that other person

13. Delegation of directors' powers

The holders of a majority of the Preferred Shares may at any time and from time to time revoke all or any of the powers delegated to a managing director or other executive director pursuant to regulation 72 by notice in writing to the Company. Regulation 72 shall be modified accordingly

14. Number of directors

Unless otherwise determined by the holders of a majority of the Preferred Shares, there shall be no maximum number

15. Alternate directors

- (1) Any director (other than an alternate director) may at any time appoint any person (including another director) to be an alternate director and may at any time terminate such appointment, but in the case of any director other than the Nominated Director making such an appointment, such appointment shall require the prior written approval of the Nominated Director. Any such appointment or termination of appointment shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon lodgment thereof at the office or on delivery to a meeting of the directors or on delivery to the secretary. The same person may be appointed as the alternate director of more than one director
- (2) The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director
- (3) An alternate director shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the

provisions of these Articles shall apply as if he were a director of the relevant class. It shall not be necessary to give notices of meetings to an alternate director who is absent from the United Kingdom. If an alternate director shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative, but he shall count as only one for the purpose of determining whether a quorum is present. If his appointor is from time to time absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles

- (4) An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such (if any) of the remuneration otherwise payable to his appointor may by notice in writing to the Company from time to time direct

- (5) Regulations 65 to 69 shall not apply

16. Nominated director[s]

The holders of a majority of the Preferred Shares shall have the right at any time and from time to time to

appoint that number of persons as directors of the Company which represents a majority in number of the directors from time to time and the following provisions shall have effect:

- (1) Any such appointment shall be effected by notice in writing to the Company by the appointor(s) and the appointor(s) may in like manner at any time and from time to time remove from office any director appointed by it or them pursuant to this Article and appoint any person in place of any director so removed
- (2) A notice of appointment or removal of a director pursuant to this Article shall take effect upon lodgment at the office or on delivery to a meeting of the directors or to the secretary
- (3) No resolution of the directors shall be effective without the consent of the Nominated Director
- (4) A director appointed as aforesaid shall be entitled to remuneration of such amount as may from time to time be agreed by the holders of a majority of the Preferred Shares
- (5) Every director appointed pursuant to this Article shall hold office until he is either removed in manner provided by this Article or dies or vacates office pursuant to regulation 81 (as modified by Article 21) and neither the company in general meeting nor the directors shall have power to fill any such vacancy

20. Borrowing powers

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

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rs may subject to the provisions of Article 16
ward pensions, annuities, gratuities and
or other allowances or benefits to any
employees and to officers and ex-officers
and ex-directors) of the Company or
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annuation or other funds (or
non-contributory) for the
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this Article shall be
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he shall in his absolute

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not be subject to retirement by
rdingly regulations 73 to 75 shall not
other references in the regulations to
rotation shall be disregarded

ecation and removal of directors
ation 81 shall be modified by deleting paragraph (a)
(e) thereof. The office of a Nominated Director shall
also be vacated if he shall be removed from office as
hereinafter provided

29. Remuneration of directors
The ordinary remuneration of the directors shall from time
to time be determined by an ordinary resolution of the
holders of a majority of the Preferred shares of the
and shall (unless such resolution otherwise provides) be
divisible among the directors as they may agree, or,
lting agreement, equally, except that any director who
hold office for part only of the period is respect
such remuneration is payable shall be entitled
rank in such division for a proportion of
related to the period during which he has
ulation 82 shall not apply

22. Proceedings of directors

- (1) The chairman of any meeting of the directors ~~or~~ shall be the, or one of the, Nominated Director(s) and regulation 91 shall be modified accordingly
- (2) No business shall be transacted at any meeting of the directors unless a quorum of directors is present when the meeting proceeds to business. The quorum shall be two directors of whom one shall be the Nominated Director or his alternate. In the event that at any duly convened meeting of the directors, the meeting is not so quorate, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day and at such other time and place as the Nominated Director or his alternate may agree in writing). Regulation 89 shall not apply
- (3) (a) Unless otherwise agreed by the Nominated Director in writing in any particular case, at least 14 clear days' notice in writing shall be given to each director of every meeting of the directors
- (b) It shall not be necessary to give any such notice to any director absent from time to time from the United Kingdom

23. Notices

A notice sent by post shall be deemed to be given at the time when the same was posted. The second sentence of regulation 115 shall not apply

20. Borrowing powers

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

21. Pensions

The directors may subject to the provisions of Article 16 give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or its predecessors in business or of any holding company or subsidiary of the Company or to the relations or dependants of any such persons and may establish, support and maintain pensions, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and/or their relations or dependants or any of them. Any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a director in respect of the exercise of any of the powers by this Article conferred upon the directors notwithstanding that he is or may become interested therein. Regulation 87 shall not apply

22. Proceedings of directors

- (1) The chairman of any meeting of the directors ~~or~~ shall be the, or one of the, Nominated Director(s) and regulation 91 shall be modified accordingly
- (2) No business shall be transacted at any meeting of the directors unless a quorum of directors is present when the meeting proceeds to business. The quorum shall be two directors of whom one shall be the Nominated Director or his alternate. In the event that at any duly convened meeting of the directors, the meeting is not so quorate, the meeting shall be adjourned to the same day in the next week at the same time and place (or to such other day and at such other time and place as the Nominated Director or his alternate may agree in writing). Regulation 89 shall not apply
- (3) (a) Unless otherwise agreed by the Nominated Director in writing in any particular case, at least 14 clear days' notice in writing shall be given to each director of every meeting of the directors
- (b) It shall not be necessary to give any such notice to any director absent from time to time from the United Kingdom

23. Notices

A notice sent by post shall be deemed to be given at the time when the same was posted. The second sentence of regulation 11 shall not apply

24. Representatives

These Articles shall be binding upon and (except as otherwise provided herein) shall enure for the benefit of each member's Representatives.

I Paul Fearon, being Chairman of the General Meeting of Davis Healthcare Services Limited, held on the 17th day of May, 1991, hereby certify that this page and the fifteen preceding pages, together with the six pages of the Memorandum, all initialled by me for purposes of identification, constitute a true copy of the Memorandum and Articles of Association of the said company adopted by special resolution passed at the said meeting.



18 June 1991

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COMPANIES FORM No. 123

Notice of increase in nominal capital

Pursuant to section 123 of the Companies Act 1985

123

To the Registrar of Companies

For official use

Company Number

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443223

Name of Company

DAVIS HEALTHCARE SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by
resolution of the company dated 19th April 1993
of the company has been increased by £ 600,000.00
capital of £1,000,100.00

the nominal capital
beyond the registered

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.)

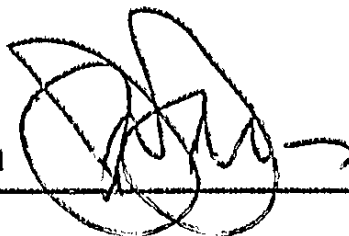
subject to which the new shares have been or are to be issued are as follow:

The rights are contained in Articles 5 and 7.

Please tick here if
continued overleaf

☐

Signed



Designation

COMPANY
SECRETARY

Date

5/7/93

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

DANIEL DAVIS
SUMMIT HOUSE
SUMMIT ROAD
POTTERS BAR
HERTS. EN6 3EE
TEL: 0707 646230

For official use
General section

Postroom



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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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443223

Name of Company

DAVIS HEALTHCARE SERVICES LIMITED

gives notice in accordance with section 123 of the above Act that by
resolution of the company dated 24th June 1993
of the company has been increased by £4002.00
capital of £1,600,100.00

the nominal capital
beyond that registered

A copy of the resolution authorising the increase is attached.

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:

The rights are contained in Articles 5 and 6 in the
New Articles of Association adopted on 24th June 1993.

Please tick here if
continued overleaf

☐

Signed



Designation COMPANY
SECRETARY

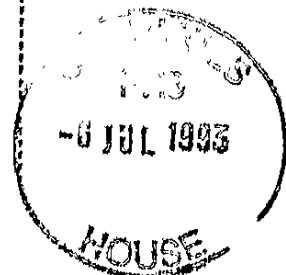
Date 5/7/93

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

DANIEL DAVIS
SUMMIT HOUSE
SUMMIT ROAD
POTTERS BAR
HERTS. EN6 3EE
TEL: 0707 643330

For official use
General section

Postroom



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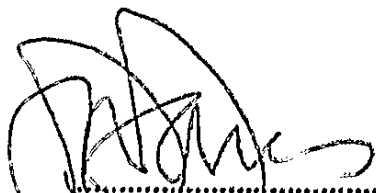
COMPANY NUMBER: 443223

DAVIS HEALTHCARE SERVICES LIMITED

At an Extraordinary General Meeting of the above named Company held at 3.15pm on 19th April 1993 at Asentajankatu 6, Helsinki, Finland the following Resolutions were duly passed:-

ORDINARY RESOLUTIONS

1. That the authorised capital of the Company be and hereby is increased from £1,000,100 to £1,600,100 by the creation of 100,000 Ordinary Shares of £1 each and 500,000 Redeemable Preference Shares;
2. That the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and make offers or agreements to allot relevant securities out of the unissued shares in the capital of the Company immediately following the passing of this resolution to such persons at such times and on such terms as they think proper provided that this authority shall expire unless previously renewed, varied or revoked by the Company in general meeting five years from the date hereof; and
3. That the directors be and they are hereby authorised to execute a Deed of Release, new warrant and subscription agreement on such terms as they think fit on behalf of the Company.


.....
SECRETARY

2 July, 1993



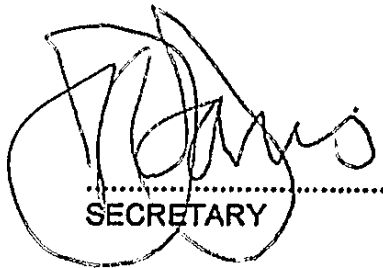
COMPANY NUMBER: 443223

DAVIS HEALTHCARE SERVICES LIMITED

At a Class Meeting of the Preferred Shareholders of the above named Company held at Summit House, Summit Road, Potters Bar on Thursday 24th June 1993 at 11.00am the following Extraordinary Resolution was duly passed:

EXTRAORDINARY RESOLUTION

- 1 That the 1,000,000 Preferred Ordinary Shares of £1 each in the capital of the Company be and are hereby redesignated Ordinary Shares of £1 each, thereby increasing the number of Ordinary Shares of £1 each in the capital of the Company to 1,100,100.


.....
SECRETARY

2 July, 1993



COMPANY NUMBER: 443223

DAVIS HEALTHCARE SERVICES LIMITED

At an Extraordinary General Meeting of the above named Company held at Summit House, Summit Road, Potters Bar on Thursday 24th June 1993 at 11.15am the following Resolutions were duly passed

ORDINARY RESOLUTIONS

- 1.1 That this Company in General Meeting hereby ratifies and confirms the action of the Board of Directors in passing a Resolution on 28 June 1991 authorising the execution of a Debenture in favour of Hill Samuel for securing repayment to Hill Samuel of all monies and liabilities at any time due owing or incurred by the Company to the Bank and interest as therein provided;
- 1.2 That the said Debenture dated 2 July 1991 and the affixing of the Company's seal to the document be ratified and confirmed and that the charges therein contained are declared to be valid and effective security binding upon the Company.
- 1.3 That the authorised capital of the Company be and hereby is increased from £1,600,100 to £1,604,102 by the creation of 4,000 Ordinary Shares of £1 each and 2 'A' Ordinary Shares of £1 each;
- 1.4 That the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and make offers or agreements to allot relevant securities out of the unissued shares in the capital of the Company immediately following the passing of this resolution to such persons at such times and on such terms as they think proper provided that this authority shall expire unless previously renewed, varied or revoked by the Company in general meeting five years from the date hereof.

SPECIAL RESOLUTIONS

- 1.5 That new Articles of Association in the form of the draft produced to the Meeting and initialled by the Chairman be and they are hereby adopted as the New Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company
- 1.6 That the directors be and they are hereby authorised to execute the Subscription Agreement on behalf of the Company.


.....
SECRETARY



2 July, 1993

Company No. 443223

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DAVIS HEALTHCARE SERVICES LIMITED



Dibb Lupton Broomhead
125 London Wall
LONDON
EC2Y 5AE

Tel: 071 600 0202
Fax: 071 600 1727

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24/6/93

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
DAVIS HEALTHCARE SERVICES LIMITED

1. The name of the Company is DAVIS HEALTHCARE SERVICES LIMITED.*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on in the United Kingdom and elsewhere the business of retail sellers distributors and manufacturers of mineral and artificial teeth and of all materials, instruments appliances and supplies of all sorts that are now or may at any time be in use in the practice of medicine or surgery (dental or otherwise) or dental or surgical mechanics and to do all such things as are incidental or conducive to such a business.
 - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (3) To acquire by any means any real or personal property or rights whatsoever and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (6) To acquire and undertake the whole or any part of the business property and liabilities of any company or

* Name changed from Claudius Ach. Bone & Co Limited on 27 September 1989

person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.

- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction by itself.
- (13) 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.

- (14) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.
- (15) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or the advancement of the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- (16) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debenture or other securities of the Company.
- (18) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (19) To establish or promote, or join in the establishment or promotion of, any company for the purpose of

acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.

- (20) To amalgamate with any other company.
- (21) To dispose by any means of the whole or any part of the undertaking or property of the Company.
- (22) To distribute any of the Company's property among the members in specie.
- (23) To cause the Company to be registered or recognised in any part of the world.
- (24) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- (25) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

and it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and
- (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £1,600,100 divided into 500,000 Redeemable Preference Shares of £1 each and 1,100,100 Ordinary Shares of £1 each.*

*

By Resolutions passed on 17 May 1991 the Share Capital of the Company was increased to £1,600,100 divided into 1,000,000 Preferred Shares of £1 each and 100 Ordinary Shares of £1 each. By Resolutions passed on 29 April 1993 the Share Capital of the Company was increased to £1,600,100 divided into 800,000 Redeemable Preference Shares of £1 each and 1,100,100 Ordinary Shares of £1 each. By Resolutions passed on 24 June 1993 the Share Capital of the Company was increased to £1,604,102 divided into 500,000 Redeemable Preference Shares of £1 each and 1,104,102 Ordinary Shares of £1 each and 2 Ordinary Shares of £1 each.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
DAVIS HEALTHCARE SERVICES LIMITED
(Registered No. 443223)

(Adopted by Special Resolution passed on 24 June 1993)

1. Preliminary

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or articles of association. References herein to 'regulations' are to regulations in the said Table A

2. Private company

The Company is a private company within the meaning of Section 1(3) of the Companies Act 1985

3. Interpretation

(1) In the first line of regulation 1 after the word 'regulations' the words 'and in any articles adopting in whole or in part the same' shall be inserted

(2) In these Articles:

(a) unless the context otherwise requires the following expressions have the following meanings:

"Redeemable Preference Shares"

means the redeemable preference shares of £1 each in the share capital of the Company from time to time

"Ordinary Shares"

means the ordinary shares of £1 each in the share capital of the Company from time to time

"A' Ordinary

means the 'A' Ordinary

Shares"	Shares of £1 each in the share capital of the Company from time to time
"paid up"	means, in relation to a share, paid up or credited as paid up
"Representatives"	means, in relation to a member, any person or persons who have become entitled to his shares in consequence of his death, bankruptcy or mental incapacity
"share"	means a share in the capital of the Company of whatever class

- (b) words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles
- (c) words importing the singular include the plural words importing any gender include every gender and words importing persons include bodies corporate and unincorporate; and (in each case) vice versa
- (d) references to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears

4. Share capital

The authorised share capital of the Company at the date of adoption of these Articles is £1,604,102 divided into 500,000 Redeemable Preference Shares of £1 each, 1,104,100 Ordinary Shares of £1 each and 2 'A' Ordinary Shares of £1 each and the Ordinary Shares the Redeemable Preference Shares and the 'A' Ordinary Shares shall be separate classes of shares. Save as herein otherwise provided the Redeemable Preference Shares the Ordinary Shares and the 'A' Ordinary Shares shall rank pari passu in all respects.

5. Share rights

Subject to Article 6 the Redeemable Preference Shares, the Ordinary Shares and the 'A' Ordinary Shares shall have the

following rights and be subject to the following restrictions:

(1) As regards income

The profits which the Company may determine to distribute in respect of any financial period shall be distributed as follows:-

- (a) (unless otherwise agreed in writing between the Company and the Redeemable Preference Share holders) first in paying to the holders of the Redeemable Preference Shares a fixed preferential net cash dividend of 3.75% per annum on each share from time to time in issue accruing from 1 February 1997 for the Redeemable Preference Shares and payable quarterly in arrears on the last day of April, July, October and January in each year (the "Preference Dividend"); and
- (b) second in paying to the holders of the Ordinary Shares and the 'A' Ordinary Shares the balance of distributable profits which the Company may determine to distribute in respect of any financial year;
- (c) no dividend shall be declared or paid to the holders of Ordinary Shares or 'A' Ordinary Shares in respect of any financial year of the Company unless and until the dividend payable in respect of the Redeemable Preference Shares has been paid in full in respect of that financial year and (if not paid) in respect of all previous financial years of the Company;
- (d) any dividend shall be distributed to the appropriate shareholders pro-rata according to the amounts paid up or credited as paid up on the shares held by them respectively and shall accrue on a daily basis

(2) As regards capital

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

- (a) first, in paying to the holders of the Redeemable Preference Shares the amount paid up thereon
- (b) secondly, the balance (if any) of such surplus assets shall belong to and be distributed amongst the holders of the Ordinary Shares and the 'A' Ordinary Shares to be allocated between such classes as provided in Article 6 and (as between the holders of a class) in proportion to the

amounts paid up on the shares (excluding any premium) held by them respectively

(3) As regards voting

Subject as provided below in this paragraph and to any other special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder PROVIDED THAT Redeemable Preference Shareholders shall be entitled to receive notice of and to attend and speak but not to vote at all General Meetings of the Company unless the Company:

- (i) shall not have paid the Preference Dividend on a due date for payment; or
- (ii) shall have failed to make lawful payment of the redemption monies due on a redemption of the Redeemable Preference Shares;

when the Redeemable Preference Shareholders shall be entitled to receive notice of to attend and until payment or redemption to vote at any General Meeting of the Company and on a show of hands each Redeemable Preference Shareholder present in person or by proxy shall have one vote and on a poll shall have one vote for every Redeemable Preference Share of which he is the holder.

- (4) The Redeemable Preference Shares, the Ordinary Shares and the 'A' Ordinary Shares shall by reason of the rights given to them by these Articles constitute separate classes of shares and accordingly any alterations of this Article and any variation or abrogation of such rights shall be subject to the provisions of Article 9

6. 'A' Ordinary Share Rights

- (1) Each of the 'A' Ordinary Shares shall confer on the holder the following rights and privileges:
 - (a) the right at every general meeting to votes equal to those conferred by the Participation Number of fully paid Ordinary Shares for the time being in the capital of the Company;
 - (b) the right to be paid out of the profits available for distribution and resolved to be distributed in respect of each financial year or other

accounting period of the Company such dividend as shall accrue to the Participation Number of fully paid Ordinary Shares for the time being in the capital of the Company;

- (c) on a return of capital on liquidation or otherwise the assets of the Company available for distribution among the members shall be applied in repaying to the holder of each 'A' Ordinary Share such sum as shall be equal to the amounts paid up or credited as paid up in respect of the Participation Number of fully paid Ordinary Shares for the time being in the capital of the Company.
- (2) The rights attached to the 'A' Ordinary Shares shall be deemed to be varied by any increase of the authorised share capital of the Company or by the issue of any Ordinary Shares.
- (3) Save as aforesaid or as otherwise provided in these Articles the 'A' Ordinary Shares shall rank pari passu in all respects with the issued Ordinary Shares for the time being in the capital of the Company.
- (4) For the purposes of this Article the Participation Number shall be 20,002 save that such number shall be increased by 2,500.25 immediately following the end of each financial year in respect of which either (i) the Preference Dividend shall not have been paid in full on any of the due dates or (ii) any holder of the Redeemable Preference Shares shall not have received from a third party on any of the due dates in lieu thereof a sum equal to the gross equivalent of any such Preference Dividend.

7. Redemption of Redeemable Preference Shares

- (1) Subject to the provisions of the Act the Company may at its discretion at any time provided there are no arrears of dividend on the Redeemable Preference Shares redeem some (in tranches of £10,000) or all of the Redeemable Preference Shares for cash at the total amount paid up thereon.
- (2) Each such redemption of some but not all of the Redeemable Preference Shares shall be made amongst the holders thereof pro-rata as nearly as possible to their then holdings of Redeemable Preference Shares.
- (3) All Redeemable Preference Shares not previously redeemed in accordance with these Articles shall be redeemed by the Company on 30 June 1998 for cash at the total amount paid up thereon (the "Final Redemption Date").

- (4) The Company shall give notice in writing to the holders of the Redeemable Preference Shares of the Company's intention to redeem the Redeemable Preference Shares held by them and fixing a time and place for redemption (the "Redemption Date") and for delivery to the Company of the certificate for those shares which are being redeemed in order that it may be cancelled provided that if any certificate so surrendered includes any shares not redeemable at that time the Company shall issue a fresh certificate for the balance of the shares which are not redeemable to the holder.
- (5) All monies payable by the Company in respect of the Redeemable Preference Shares shall be paid by way of cheque drawn on a United Kingdom clearing bank or by telegraphic transfer (at the option of the Redeemable Preference Share holder) and sent at the risk of the holder in a pre-paid first class envelope addressed to the holder and due payment of the cheque shall be a satisfaction of the monies payable.
- (6) If the Company is unable to redeem in accordance with the Act the Redeemable Preference Shares then due to be redeemed pursuant to Article 7.3 the Company shall thereupon redeem such number of Redeemable Preference Shares, if any, as it is then able to redeem in accordance with the Act and shall so redeem the balance as soon as it is lawfully able so to do.
- (7) As from the relevant Redemption Date or Final Redemption Date the Preference Dividend shall cease to accrue on any shares due to be redeemed on that date unless on the presentation of the certificate (or in indemnity as aforesaid) relating thereto the Company fails to make payment of the redemption monies in which case the Preference Dividend shall be deemed to have continued and shall continue to accrue from the Redemption Date or the Final Redemption Date to the date of payment.

8. Issue of new shares

- (1) Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper provided that no shares shall be issued at a discount
- (2) Section 89(1) and sub-sections (1) to (6) of Section 90 of the Act shall not apply to the Company

9. Variation of class rights

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class, that the holders of shares of the class shall on a poll have one vote in respect of every share of the class held by them respectively and that any holder of shares of the class present in person or by proxy may demand a poll

10. Lien

The lien conferred by regulation 8 shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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 for all monies presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly

11. Calls

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words 'and all expenses that may have been incurred by the Company by reason of non-payment of the call'

12. Prohibited transfers

Notwithstanding anything else contained in these Articles no share shall be issued or transferred to any infant, bankrupt or person of unsound mind

13. Proceedings at general meetings

- (1) If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place (or to such other day and at such other time and place as all the members may agree in writing). If at

any adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting shall be dissolved. Regulation 41 shall not apply

- (2) At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly
- (3) An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative
- (4) The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting

14. Alternate directors

- (1) Any director (other than an alternate director) may at any time appoint any person (including another director) to be an alternate director and may at any time terminate such appointment. Any such appointment or termination of appointment shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon lodgment thereof at the office or on delivery to a meeting of the directors or on delivery to the secretary. The same person may be appointed as the alternate director of more than one director
- (2) The appointment of an alternate director shall determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor ceases to be a director
- (3) An alternate director shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointor is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a director of the relevant class. It shall not be necessary to give notices of meetings to an alternate director who is absent from the United Kingdom. If an alternate director shall be himself a director or shall attend any such meeting as an alternate director or shall attend any such meeting as an alternate for more than one director his voting rights shall be

cumulative, but he shall count as only one for the purpose of determining whether a quorum is present. If his appointor is from time to time absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles.

- (4) An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor

- (5) Regulations 65 to 69 shall not apply

15. Appointment and retirement of directors

The directors shall not be subject to retirement by rotation and accordingly Regulations 73 to 75 shall not apply and all other references in the regulations to retirement by rotation shall be disregarded

16. Remuneration of directors

The ordinary remuneration of the directors shall from time to time be determined by an ordinary resolution of the holders of a majority of the Ordinary Shares of the Company, and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree, or, failing agreement, equally, except that any director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Regulation 82 shall not apply

17. Borrowing powers

The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject as otherwise provided in these Articles to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

18. Pensions

The directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the Company or its predecessors in business or of any holding company or subsidiary of the Company or to the relations or dependants of any such persons and may establish, support and maintain pensions, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and/or their relations or dependants or any of them. Any director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a director in respect of the exercise of any of the powers by this Article conferred upon the directors notwithstanding that he is or may become interested therein. Regulation 87 shall not apply

19. Proceedings of directors

- (1) No business shall be transacted at any meeting of the directors unless a quorum of directors is present when the meeting proceeds to business. The quorum shall be two directors. In the event that at any duly convened meeting of the directors, the meeting is not so quorate, the meeting shall be adjourned to the same day in the next week at the same time and place. Regulation 89 shall not apply
- (2) Unless otherwise agreed at least 14 clear days' notice in writing shall be given to each director of every meeting of the directors

20. Notices

A notice sent by post shall be deemed to be given at the time when the same was posted. The second sentence of regulation 115 shall not apply

21. Representatives

These Articles shall be binding upon and (except as otherwise provided herein) shall enure for the benefit of each member's Representatives

G

COMPANIES FORM No. 225(1) Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

225(1)

1. To the Registrar of Companies

Company Number

0443223

Name of Company

DAVIS HEALTHCARE SERVICES LIMITED

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day	Month
31	01

3. The current accounting reference period of the company is to be treated as [shortened] [extended] and [is-to-be-treated-as-having-come-to-an-end] [will come to an end] on

Day	Month	Year
31	01	1994

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (n) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
The company is a [subsidiary][parent] undertaking of

, company number

the accounting reference date of which is

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was in relation to the company on
and is still in force.

6. Signed

Designation *Company Sec* Date *14/1/93*

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

DANIEL DAVIS
SUMMIT HOUSE,
SUMMIT ROAD,
POTTERS BAR,
HERTS EN6 3EE
0707-646330

For official use
D.E.B.

Postroom



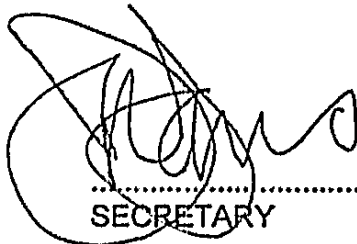
COMPANY NUMBER: 443223

DAVIS HEALTHCARE SERVICES LIMITED

At an Extraordinary General Meeting of the above named Company held at Summit House, Summit Road, Potters Bar on Wednesday 28th September 1994 at 12.30pm the following two Resolutions were duly passed:

ELECTIVE RESOLUTIONS

- 10.3 It was resolved that pursuant to section 252 of the Companies Act 1985, the company shall dispense with the laying of accounts and reports before the company in general meeting.
- 10.4 It was resolved that pursuant to section 366A of the Companies Act 1985, the company shall dispense with the holding of Annual General Meetings.


.....
SECRETARY

6 October 1994

