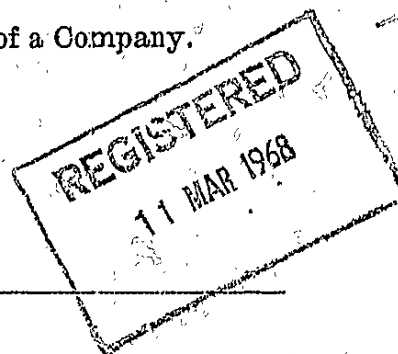


Number of } 928555
Company }

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).



Insert the
Name of the
Company.

BOOTS THE CHEMISTS
LIMITED

entered by

Document Filer's Reference CHS/RCH/NH

SLAUGHTER AND MAY,

18 Austin Friars,

London, E.C.2.

Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 29-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

of 18 Austin Friars, London, E.C.2.

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

of the Supreme Court engaged in the formation

of Boots the Chemists

... Limited,

And that all the requirements of the Companies Act, 1948, 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: 35 New Bedford St. in the
City of London

the 28th day of February

one thousand nine hundred and ~~sixty~~

Before me,

Note.—The margin is reserved for binding and must not be written across.

Number of } 928555 / 2
Company

STATEMENT OF THE NOMINAL CAPITAL

OF



BOOTS THE CHEMISTS

LIMITED

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, 1933.

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Description

Rehman

Solicitor

REGISTERED
11 MAR 1968

Dated the

Twenty eight

day of

February

1968

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

SLAUGHTER AND MAY,

18 Austin Friars, London, E.C.2.

Document Filer's Reference... CHS/RCH/NF

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Salford, 2.



928555

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THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BOOTS THE CHEMISTS LIMITED



1. The name of the Company is "BOOTS THE CHEMISTS LIMITED".

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are:—

(A) To purchase and take over the undertaking, and all or any of the property, and assets, and all or any of the debts, liabilities and engagements of the following companies as going concerns, namely, Boots The Chemists (Eastern) Limited, Boots The Chemists (Lancashire) Limited, Boots The Chemists (Western) Limited, Boots The Chemists (Southern) Limited and Boots The Chemists (Northern) Limited and to pay for the same either in cash or in shares, or partly in cash and partly in shares and by entering into indemnities in respect of liabilities and on such other terms as the Company shall think fit.

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(B) To carry on the business of wholesale, retail, manufacturing and dispensing chemists and druggists.

(C) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on.

(D) To carry on the business of artists' colourmen and merchants in oils, paints, colours and brushes, and artists' and painters' requisites of all descriptions.

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- (E) To deal in mineral and aerated waters, syrups, and other beverages of all descriptions.
- (F) To deal in surgical, electrical, photographic, and other scientific apparatus, instruments, and requisites of all descriptions.
- (G) To deal in books, magazines and stationery.
- (H) To establish and carry on stores in any place or places, and to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, to transact every kind of agency business, and to carry on the business in all its branches of a store-keeper.
- (I) To carry on any trade, business or mercantile operation which in the opinion of the Directors of the Company may be incident, auxiliary or conducive to the objects aforesaid, or any of them, and whether on account of the Company alone, or with or for any other company or person.
- (J) To acquire by purchase or grant, or otherwise, take out and to work and sell any inventions, patent rights, copyrights, trade secrets, or privileges in connection with the said business, or any other business for the time being carried on by the Company, and to procure foreign patents in respect of any such inventions, and to grant or sell all or any estate or interest of and in the inventions, patent rights, or privileges of or to which the Company may from time to time be possessed or entitled, and to grant licences to use, work, or vend the same.
- (K) To purchase or take on lease, or otherwise acquire and hold any freehold, copyhold, or leasehold land, houses, factories, wharves, buildings, and hereditaments in the United Kingdom or elsewhere, and to sell, lease, let and dispose of the same, and to make, construct, and build any buildings or works for the purposes of the Company.
- (L) To sell absolutely or conditionally the undertaking, assets, and property of the Company, or any rights or interests therein, or any portion of the same, to any other company, association, or person, for such price in money or shares, and on such terms as the Company shall sanction, and to take over and acquire by purchase or otherwise the whole

or any part of the undertaking, assets, and property of any other company or person, or to amalgamate with any other company established for objects similar in general character to the objects of this Company, and to take and hold any shares, stock, or debentures respectively in any company whatsoever in which the liability of the Members shall be limited to the amount of their shares or stock, and whether such company shall be established in the United Kingdom or elsewhere.

- (M) To establish agencies in connection with the business for the time being of the said Company in this country, or in such foreign places as the Directors of the Company may from time to time determine.
- (N) To draw, accept, indorse, and make bills of exchange, promissory notes, and other negotiable instruments.
- (O) To borrow or receive deposits or loans of money at interest or otherwise, and to make and issue as security for the same, or for any moneys owing or raised by the Company, debenture bonds or stock, redeemable or irredeemable, or mortgage debentures, or mortgages or charges with or without powers of sale, mortgaging or charging the whole or any part or parts of the undertaking and property of the Company (including its unpaid capital, whether called or not), and to lend money upon such security as shall be thought fit, or without security, and to guarantee the payment of any money or the performance of any contract or work by any other company or person.
- (P) To promote any other company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (Q) To distribute any of the property of the Company among the Members in specie by way of dividend or otherwise.
- (R) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- (S) To pay for any property to be acquired by the Company, either wholly or partially, by fully or partly paid shares, debenture stock, debentures, or bills of the Company or otherwise, and on such terms in all respects as the Company shall think fit.

(t) To pay all expenses preliminary or incidental to the promotion of the Company.

(u) To maintain, establish, and aid institutions, funds, or trusts for the benefit of persons whether employed by or having dealings with the Company or not, including schools, libraries, dispensaries, infirmaries, provident societies, clubs, mechanics' and other institutions, and friendly societies, and to grant pensions and allowances or make payments towards insurance.

(v) To pay to all or any servants and workmen employed by the Company such bonus, gratuity, allowance, percentage, or share of the profits of the Company as the Company may think desirable.

(w) To do all or any of the above things either as principals, agents, contractors, or otherwise, and either alone or in conjunction with any other person, company, or association and either by or through agents, sub-contractors, trustees or otherwise.

(x) To do all such things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that 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 that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is Limited.

5. The share capital of the Company is £100 divided into One hundred shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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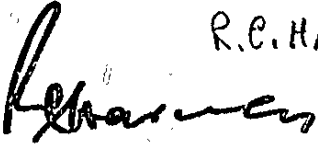

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DATE

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G.

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.
<p>R.C. HARVEY  18 Austin Friars London E.C.2. Solicitor</p>	<p>One</p>
<p>N. HALSTED  18 Austin Friars London E.C.2. Solicitor's Clerk</p>	<p>One</p>

DATED the 28th day of February, 1968.

WITNESS to the above Signatures:—

G.P.J. Finn G.P.J. FINN
18, Austin Friars.
London E.C.2.
Solicitor's Articled Clerk

THE COMPANIES ACTS, 1948 to 1967



COMPANY LIMITED BY SHARES

Articles of Association

OF

BOOTS THE CHEMISTS LIMITED

PRELIMINARY

1. The Company is a Private Company and subject as hereinafter provided and except where the same are varied by or inconsistent with these presents the regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to the Company. Subject as aforesaid reference herein to regulations in Table "A" shall be construed as referring to those in Part I thereof.

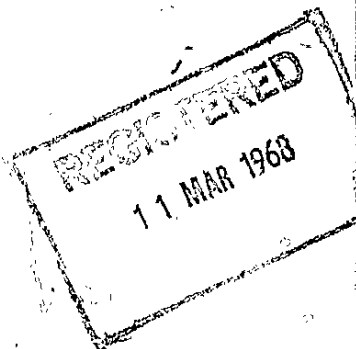
BUSINESS

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

SHARE CAPITAL

3. The authorised share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. The unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.



GENERAL MEETINGS

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a Meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

DIRECTORS

6. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number nor more than thirty. Regulation 75 of Table "A" shall be modified accordingly.

7. Each of the Directors shall be entitled to remuneration for his services at the rate of £200 per annum, or such other sum as the Company may in general meeting from time to time determine. The Directors shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or Committees of the Board or General Meetings or otherwise incurred while engaged in the business of the Company. Regulation 76 of Table "A" shall not apply.

8. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine, which shall be charged as part of the Company's ordinary working expenses.

9. A Director who is in any way either 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. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table "A" shall not apply.

10. The holders for the time being of a majority in number of the Ordinary Shares of the Company may at any time by notice in writing signed by them or someone duly authorised by them and left at the Registered Office of the Company appoint any person to be a Director of the Company and by like notice remove any Director from office notwithstanding anything in these presents or in any agreement between the Director and the Company. 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.

11. The Directors may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 6 of these Articles. Any Director appointed under this Article shall hold office until he is removed under Article 10 of these Articles or his office is vacated under Regulation 88 of Table "A". Regulation 95 of Table "A" shall be modified accordingly.

BORROWING POWERS

12. 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 collateral security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table "A" shall not apply.

POWERS AND DUTIES OF DIRECTORS

13. The Directors may establish such agencies or local boards as they may think convenient for the purpose of managing any of the affairs of the Company at home and abroad. The Directors may delegate any of their powers to and make such provisions and regulations for the conduct of the Company's affairs by such agencies or local boards as they may from time to time think fit.

PROCEEDINGS OF DIRECTORS

14. The Board may delegate all or any of their powers, other than the power to make calls, to such one or more persons whether or not a Member or Members of their own body or of the Board of Directors of Boots Pure Drug Company Limited as they may in their absolute discretion appoint and may from time to time revoke such delegation. Any

person or persons so appointed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board and all or any of the said powers may at any time be withdrawn revoked or varied. The Board may remunerate the persons appointed including Members of their own body in such manner as in their absolute discretion they may think fit and may from time to time increase or diminish such remuneration and such remuneration, in the case of a person being a Director of the Company, may be by way of addition to or in substitution for the remuneration to which he would otherwise be entitled as a Director. Regulation 102 of Table "A" shall not apply and Regulations 103 and 104 shall be modified accordingly.

15. A Resolution in writing signed by all the Directors of the Company 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. Any such Resolution may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table "A" shall not apply.

EXECUTIVE DIRECTORS

16. The Directors may from time to time appoint one or more of their body to any executive office or appointment for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director under this Article shall (subject to the terms of any such agreement as aforesaid) be determined *ipso facto* if he cease from any cause to be a Director. Regulation 107 of Table "A" shall not apply.

17. Any Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table "A" shall not apply.

18. The Board may entrust to and confer upon the Chairman or a Managing Director or Assistant Managing Director or other Executive Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers. Regulation 109 of Table "A" shall not apply.

PENSIONS AND ALLOWANCES

19. The Directors may grant pensions, annuities or other allowances on death, disability or retirement to any Director, former Director or other officer or to any servant or former servant of the Company or of any subsidiary of the Company and to their widows and dependants and may establish, support, alter, maintain and continue any scheme for providing such benefits and for such purposes any Director of the Company may accordingly be, become or remain a member of or rejoin any such scheme and receive and retain for his own benefit all benefits to which he may be or become entitled thereunder. The Directors may pay out of the funds of the Company any premiums contributions or sums payable by the Company under the provisions of any such schemes in respect of any of the persons or class of persons above referred to who are or may be or become members thereof. Regulation 87 of Table "A" shall not apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Reharmey
18 Austin Friars
London E.C.2.
Solicitor

N. Halsted
18 Austin Friars
London E.C.2.
Solicitor's Clerk

DATED this 28th day of February 1968.

WITNESS to the above signatures :-

G. J. Funn
18 Austin Friars
London E.C.2.
Solicitor's Unbilled Clerk



CERTIFICATE OF INCORPORATION

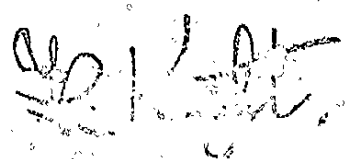
No. 928555

I hereby certify that

ROOTS THE CHEMISTS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 11th March, 1968.


Assistant Registrar of Companies

C.173