

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company **OLD DELFT (ENGLAND)** Limited*

I, **STANLEY HAROLD DAVIS**
of **1/3 LEONARD STREET, CITY ROAD,**
..... **LONDON, E.C. 2.**

Do solemnly and sincerely declare that I am (see note (a) below) ... **a person named in the**
..... **Articles of Association as Secretary.** (15)
of **OLD DELFT (ENGLAND)**
..... 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 **11 UPPER BROOK STREET,**
..... **LONDON, W. 1**

the **22nd** day of **JUNE**
one thousand nine hundred and **SEVENTY**
before me.

A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation", or "a person named in the articles of association as a
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

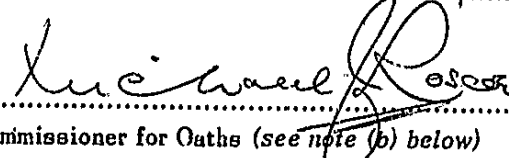
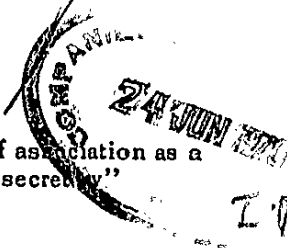
* Delete "Limited" if not applicable.

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS
1/3 LEONARD STREET, LONDON, E.C.2.
Telephone: 01-253 4108

Presented by:

Presentor's reference:

Margin reserved for binding

No. of Company 983579 / 2

C 25

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Statement of the Nominal Capital
of

OLD DELFT (ENGLAND) Limited

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

THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 1000

Signed

State whether Director or Secretary

SECRETARY

DATED THIS 22nd DAY OF JUNE 1970

Date

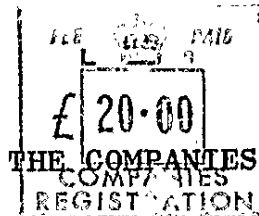
24 JUN 1970

Presented by:

HART & CO. (CITY ROAD) LIMITED
COMPANY REGISTRATION AGENTS
1/3 LEONARD STREET, LONDON, E.C.2.

Telephone: 01-253 4108

Presenter's reference:



C2 120
GD106

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

983579

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OLD DELFT (ENGLAND) LIMITED



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

(A) i. To carry on business as manufacturers, importers, and exporters of, and wholesale and retail dealers in optical goods of all kinds, including optical instruments, microscopes, lenses, binoculars, telescopes, cameras, and photographic goods, prisms, and generally glassware, laboratory, observatory, surveying and Scientific instruments, equipment and supplies of all kinds.

ii. To carry on business as manufacturing and wholesale and retail opticians, chemists, goldsmiths, silver-smiths, watchmakers and jewellers, glass manufacturers, pottery china, porcelain and earthenware manufacturers, tool makers, mechanical electrical and electronic engineers, metal and alloy makers, refiners and workers, rubber and vulcanite manufacturers, plastics workers, joiners, carpenters and woodworkers.

HART & Co. (CITY ROAD) LIMITED

Company Registration Agents

2/3 Lecond Street, City Road, E.C.2



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) 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 and in such manner as the Company may approve.
- (Q) 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 special rights or restrictions in respect of dividend repayment of capital, voting 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.
- (R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.



- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business 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.
- (U) 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.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) 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 capital be made except with the sanction (if any) for the time being required by law.
- (Y) 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, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓

5. The share capital of the Company is ~~£1000~~.
divided into ~~1000~~ Shares of £1 each. ✓
1000 £1000

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.

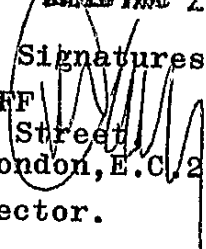
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director	ONE
 DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager	ONE

~~Dated the 10th day of May 1969.~~

~~DATED~~ THIS 22 nd DAY OF JUNE 1970

Witness to the above Signatures-

MICHAEL CLAFF
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.



THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

OLD DELFT (ENGLAND) LIMITED



PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The 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 on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. 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 becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis. ✓

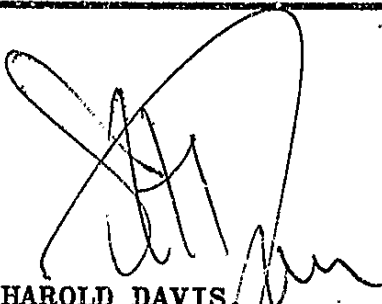
SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

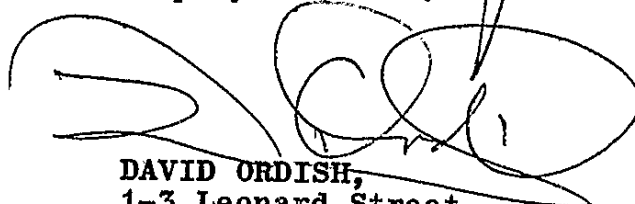
INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



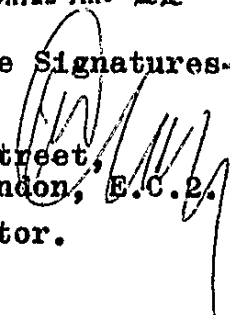
STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.




DAVID ORDISH,
1-3 Leonard Street,
City Road, London, E.C.2.
Office Manager.

DATED THIS 22nd DAY OF JUNE 1970

Witness to the above Signatures-



MICHAEL CLAFF
1-3 Leonard Street,
City Road, London, E.C.2.
Company Director.





CERTIFICATE OF INCORPORATION

No. 983579

I hereby certify that

OLD DELFT (ENGLAND) 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 2ND JULY, 1970.


(F. L. KNIGHT)

Assistant Registrar of Companies

983579/11

Extract from minutes of first meeting of subscribing members
of OLD DELFT (ENGLAND) Limited.

Present: Mr. Gerardus A. Van 't Hooft, representing N.V. Optische Industrie
'de Oude Delft'
Mr. Cornelius Kerkhof

Held the 6th. July, 1970

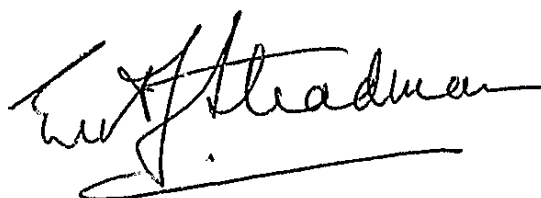
ORDINARY RESOLUTIONS

"It was RESOLVED that the Registered Office of the Company should be as follows:

204, FINSBURY COURT, FINSBURY PAVEMENT, LONDON, E.C.2

"It was RESOLVED that the Authorised Capital of the Company be increased by £6000
from the amount originally authorised by the Memorandum of Association
viz. £1000, to £7000, divided into shares of £1 each. The rights of
all shares to be identical and as set out in the Memorandum and Articles
of Association of the Company."

I, the undersigned, Ernest James Steadman, Managing Director of the Company,
certify the above to be a true copy of the extract from the Minutes.









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THE COMPANIES ACTS 1948 TO 1967

COMPANIES
REGISTRATION

Notice and statement of increase in nominal capital



To the Registrar of Companies

Name of Company OLD DELFT (ENGLAND)



hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary resolution of the company dated the 6th July 1970, the nominal capital of the company has been increased by the addition thereto of a sum of £6000 beyond the registered capital of £1000. The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
6000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

The conditions for the new shares are in all respects identical to those for the original issue.

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty £31.7.6., incl interest
3. A letter stating that a return of capital of companies capital duty has been correctly made pursuant to Section 55 of the Finance Act 1967

Signed

State whether Director or Secretary Director (Managing)

Date 3rd August, 1970

* Delete as necessary

Presented by:

Mr. Ernest James Steadman,
Managing Director,

Old Delft (England) Ltd.
204, Finsbury Court, E.C.2

Presenter's reference:



Form No. 10A
(See notes overleaf)

Margin reserved for binding

No. of Company: 983579

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THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

OLD DELFT (ENGLAND) LIMITED

Passed the 1st day of October 1975

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held on the 1st day of October 1975, the following ORDINARY and SPECIAL RESOLUTION was duly passed:-

That the Authorised Capital of the Company be increased to £50,000 by the creation of 43,000 Ordinary Shares of £1 each.

S. Duinker

S. DUINKER

Chairman



No. of Company

989579

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THE COMPANIES ACTS 1948 TO 1967

Notice of Increase in Nominal Capital. pursuant to Section 63 of the Companies Act, 1948.

Name of Company { OLD DELFT (ENGLAND) Limited. *

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

*Delete "Limited" if not applicable.

Presented by Holman & Co., Priory House, St. Johns Lane,
London ECLM 4BY

Presenter's Reference

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED.
LAW AND COMPANIES STATIONERS AND REGISTRATION AGENTS.
Waterlow House, Worship Street, London, E.C.2



TO THE REGISTRAR OF COMPANIES.

OLD LEPT (ENGLAND)

_____, Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Ordinary & Special
Resolution of the Company dated the 1st October _____ day of _____

_____, 1975, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 43,000

beyond the Registered Capital of £ 7,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
43,000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

Ranking for dividends and in all other respects
pari passu with all other existing Ordinary
Shares of the company.

Signature [Signature]
(State whether Director or Secretary.)

Dated the 5th _____ day of August 19 76

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

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

THE COMPANIES ACT 1948 to 1967

SPECIAL
RESOLUTION

983579 / 23.
ACCEPT UNSTAMPED £1.40
NE/CN 67-75
SIGNED *[Signature]*
DATE 6/7/77

pursuant to section 141 () of the Companies Act 1948

of OLD DMLFT (ENGLAND) Limited

Passed the Thirteenth day of April 1977

At an Extraordinary General Meeting of the members of the
above-named company, duly convened and held at

16 BARCLAY ROAD, CROYDON, SURREY

on the thirteenth day of April 1977,

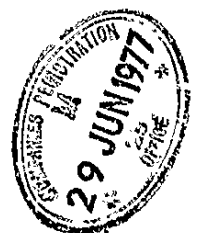
the following SPECIAL RESOLUTION was duly passed:-

That the Company's name be changed as from 1st July to

OLDELEFT ENGLAND LTD

(Signed)

[Signature]
E. J. Steadman
Managing Director.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 983579

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I hereby certify that

OLD DELFT (ENGLAND) LIMITED

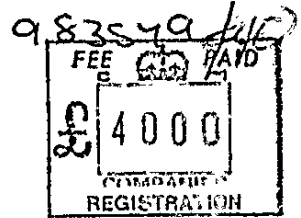
having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

OLDELFT ENGLAND LIMITED

Given under my hand at Cardiff the **7TH JULY 1977**

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies



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Minutes of an extraordinary general meeting of
Oldelft England Limited held at 16, Barclay Road,
Croydon, on 12th December, 1980.

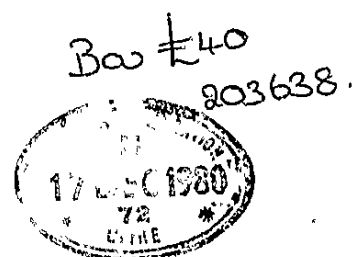
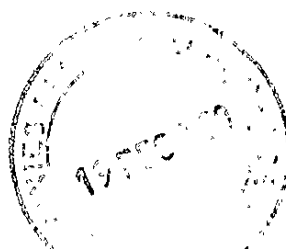
The following special resolution was duly passed:-

That the name of the company be changed to:-

Toshiba Medical Systems Limited

Signed

Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

983579

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I hereby certify that

OLDELFY ENGLAND LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

TOSHIBA MEDICAL SYSTEMS LIMITED

Given under my hand at Cardiff the

15TH JANUARY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

T O S K

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OLDEFT ENGLAND LIMITED

EXTRAORDINARY GENERAL MEETING OF OLDEFT ENGLAND LIMITED

SPECIAL RESOLUTION

At a meeting held in The Hague on 9th. December 1980 the following special resolution was agreed:

That the Memorandum of Association be changed as follows:

Clause 3 (A) 1 to read as:

To carry on business as manufacturers, importers and exporters of, wholesale and retail dealers in, medical equipment and goods of all kinds including optical instruments, microscopes and photographic equipment and goods and laboratory and scientific instruments, equipment and supplies of all kinds.

The Managing Director was requested to take the necessary steps to incorporate this change.

Signed Company Secretary
..... Director
..... Director (Managing)

Dated: 9th December 1980

I certify that the above is a true copy of the Minute as recorded in the Company's Minute book.

.....
H. van der Veer
Managing Director.

23rd. January 1981



TOSH.

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No. of Company 983579

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

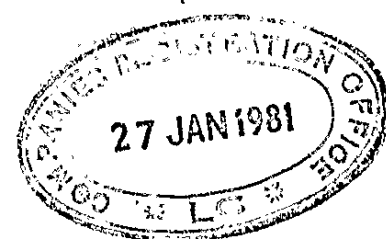
Memorandum and Articles of Association of

OLDELFT ENGLAND LIMITED

(Incorporated the 2nd day of July 1970)

THIS DOCUMENT IS FILED PURSUANT
TO SECTION 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.

HART & CO. (CITY ROAD) LTD.



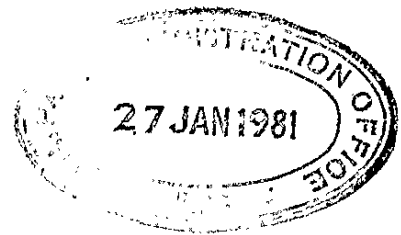
Hart & Co. (City Road) Limited
Company Formation and Information Services
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Hart House,
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THIS DOCUMENT IS FILED PURSUANT
TO SECTION 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.

HART & CO. (CITY ROAD) LTD.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF



OLDELFT ENGLAND LIMITED

(As amended by Special Resolution passed 9th December 1980)

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

(A) (i) To carry on business as manufacturers, importers and exporters of, wholesale and retail dealers in, medical equipment and goods of all kinds including optical instruments, microscopes and photographic equipment and goods and laboratory and scientific instruments, equipment and supplies of all kinds.

(ii) To carry on business as manufacturing and wholesale and retail opticians, chemists, goldsmiths, silversmiths, watchmakers and jewellers, glass manufacturers, pottery, china, porcelain and earthenware manufacturers, tool makers, mechanical, electrical and electronic engineers, metal and alloy makers, refiners and workers, rubber and vulcanite manufacturers, plastics workers, joiners, carpenters and woodworkers.

* The name of the Company was changed from "OLD DELFT (ENGLAND) LIMITED" to its present title by Special Resolution passed 13th April 1977.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

(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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(G) 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other

information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(P) 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 and in such manner as the Company may approve.

(Q) 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 special rights or restrictions in respect of dividend repayment of capital, voting 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.

(R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

(S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business 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.

(U) 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.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) 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 capital be made except with the sanction (if any) for the time being required by law.

(Y) 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, trustees, sub-contractors or otherwise.

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited

by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. *The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

* The share capital of the Company was increased from £1,000 to £7,000 by Ordinary Resolution passed 6th July 1970, and further increased to its present amount by Ordinary and Special Resolution passed 1st October 1975.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

OLDELFT ENGLAND LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948; and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84 (2), 84 (4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The 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 on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. 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 becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, addresses and descriptions of Subscribers

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London, E.C.2.

Company Director.

DAVID ORDISH,
1-3, Leonard Street,
City Road,
London, E.C.2.

Office Manager.

Dated this 15th day of June, 1970.

Witness to the above Signatures:- MICHAEL CLAFF,
1-3, Leonard Street,
City Road,
London, E.C.2.

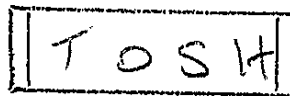
Company Director.

No. of Company 983579

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of



OLDELFT ENGLAND LIMITED

(Incorporated the 2nd day of July 1970)



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THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

OLDELFT ENGLAND LIMITED

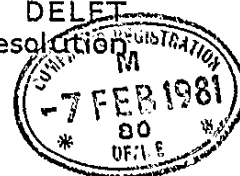
(As amended by Special Resolution passed 9th December 1980)

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

(A) (i) To carry on business as manufacturers, importers and exporters of, wholesale and retail dealers in, medical equipment and goods of all kinds including optical instruments, microscopes and photographic equipment and goods and laboratory and scientific instruments, equipment and supplies of all kinds.

(ii) To carry on business as manufacturing and wholesale and retail opticians, chemists, goldsmiths, silversmiths, watchmakers and jewellers, glass manufacturers, pottery, china, porcelain and earthenware manufacturers, tool makers, mechanical, electrical and electronic engineers, metal and alloy makers, refiners and workers, rubber and vulcanite manufacturers, plastics workers, joiners, carpenters and woodworkers.

* The name of the Company was changed from "OLD DEFT (ENGLAND) LIMITED" to its present title by Special Resolution passed 13th April 1977.



(B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

(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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(G) 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other

information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(P) 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 and in such manner as the Company may approve.

(Q) 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 special rights or restrictions in respect of dividend repayment of capital, voting 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.

(R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

(S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business 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.

(U) 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.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) 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 capital be made except with the sanction (if any) for the time being required by law.

(Y) 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, trustees, sub-contractors or otherwise.

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited

by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. *The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

* The share capital of the Company was increased from £1,000 to £7,000 by Ordinary Resolution passed 6th July 1970, and further increased to its present amount by Ordinary and Special Resolution passed 1st October 1975.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

OLDELFT ENGLAND LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948; and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84 (2), 84 (4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The 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 on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered, and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other

difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. 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 becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, addresses and descriptions of Subscribers

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London, E.C.2.

Company Director.

DAVID ORDISH,
1-3, Leonard Street,
City Road,
London, E.C.2.

Office Manager.

Dated this 15th day of June, 1970.

Witness to the above Signatures:- MICHAEL CLAFF,
1-3, Leonard Street,
City Road,
London, E.C.2.

Company Director.

No. of Company 983579 / 45

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

TOSHIBA MEDICAL SYSTEMS LIMITED

(Incorporated the 2nd day of July 1970)

THIS DOCUMENT IS FILED PURSUANT
TO SECTION 9 OF THE EUROPEAN
COMMUNITIES ACT 1972.



Hart & Co. Limited
Company Formation and Information Services
Printers and Publishers
47, Brunswick Place, London N1 6EE
Telephone 01-250-1841 Telex 24653

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

TOSHIBA MEDICAL SYSTEMS LIMITED

(As altered by Special Resolution passed 9th December 1980)

1. *The name of the Company is "TOSHIBA MEDICAL SYSTEMS LIMITED".

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

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

(A) (i) To carry on business as manufacturers, importers and exporters of, wholesale and retail dealers in, medical equipment and goods of all kinds including optical instruments, microscopes and photographic equipment and goods and laboratory and scientific instruments, equipment and supplies of all kinds.

(ii) To carry on business as manufacturing and wholesale and retail opticians, chemists, goldsmiths, silversmiths, watchmakers and jewellers, glass manufacturers, pottery, china, porcelain and earthenware manufacturers, tool makers, mechanical, electrical and electronic engineers, metal and alloy makers, refiners and workers, rubber and vulcanite manufacturers, plastics workers, joiners, carpenters and woodworkers.

* On 7th July 1977, the name of the Company was changed from "OLD DELFT (ENGLAND) LIMITED" and further changed on 15th January 1981, from "OLDELFT ENGLAND LIMITED".

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

(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 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 acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(G) 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other

information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.

(L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967; as amended from time to time), as an individual person may undertake and carry out.

(N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or 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, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.

(O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(P) 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 and in such manner as the Company may approve.

(Q) 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 special rights or restrictions in respect of dividend repayment of capital, voting 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.

(R) 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

(S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business 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.

(U) 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.

(V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

(W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

(X) 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 capital be made except with the sanction (if any) for the time being required by law.

(Y) 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, trustees, sub-contractors or otherwise.

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited

by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. *The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each.

* The share capital of the Company was increased from £1,000 to £7,000 by Ordinary Resolution passed 6th July 1970, and further increased to its present amount by Ordinary and Special Resolution passed 1st October 1975.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

TOSHIBA MEDICAL SYSTEMS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948; and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84 (2), 84 (4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The 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 on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other

difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. 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 becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, addresses and descriptions of Subscribers

STANLEY HAROLD DAVIS,
1-3 Leonard Street,
City Road,
London, E.C.2.

Company Director.

DAVID ORDISH,
1-3, Leonard Street,
City Road,
London, E.C.2.

Office Manager.

Dated this 15th day of June, 1970.

Witness to the above Signatures:- MICHAEL CLAFF,
1-3, Leonard Street,
City Road,
London, E.C.2.

Company Director.

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

TOSHIBA MEDICAL SYSTEMS LIMITED

8 AUGUST 1986

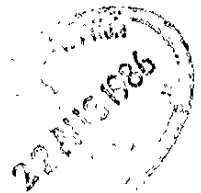
At an Extraordinary General Meeting of the above Company duly convened and held at Schieweg 1, 2627 AN DELFT, The Netherlands on 8 August 1986 the following resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. "THAT with immediate effect the Company's authorised share capital be and is hereby increased beyond the registered capital of £50,000 to £550,000 by the creation of a further 500,000 new shares of £1.00 each ranking pari passu in all respects with the Company's existing shares."
2. "THAT the Directors be and are hereby authorised to issue and allot any of the unissued authorised share capital of the Company for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution."



CHAIRMAN



Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[[[Ca]]]

983579

Name of company

* Insert full name
of company

* TOSHIBA MEDICAL SYSTEMS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 8 AUGUST 1986 the nominal capital of the company has been increased by £ 500,000 beyond the registered capital of £ 50,000.

5 the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.5

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:

"SUCH SHARES TO RANK PARI PASSU IN ALL RESPECTS WITH THE EXISTING SHARES IN THE CAPITAL OF THE COMPANY."

Please tick here if
continued overleaf

† delete as appropriate

Signed

[Director][Secretary]† Date 8. 8. 86

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

TOUCHE ROSS & CO.,
HILL HOUSE,
1, LITTLE NEW STREET,
LONDON. EC4A 3TR

For official Use
General Section

Post room

Touche Ross International

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

9	8	3	5	7	9
---	---	---	---	---	---

Name of company

* TOSHIBA MEDICAL SYSTEMS LIMITED											
-----------------------------------	--	--	--	--	--	--	--	--	--	--	--

* Insert full name of company

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

3	1	0	3
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

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

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

† delete as 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 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

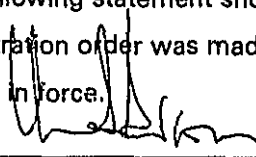
the accounting reference date of which is _____

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 section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed



Designation: DIRECTOR

Date

5/10/89

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

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

TOSHIBA MEDICAL
SYSTEMS LTD
MANOR COURT
MANOR ROAD
CHANNING
RH10 2PYFor official Use
General Section

Post room



MINUTES OF ORDINARY RESOLUTION OF BOARD OF DIRECTORS OF TOSHIBA MEDICAL SYSTEMS LIMITED

At an Extraordinary General Meeting of the Board of Directors of Toshiba Medical Systems Limited whose registered office is at Manor Court, Manor Royal, Crawley, West Sussex, held on 6th August, 1993.

IT WAS RESOLVED

That with immediate effect the Company's Authorised Share Capital be and is hereby increased beyond the registered capital of £550,000 by the creation of a further £1,600,000 new shares of £1.00 each ranking pari passu in all respects with the Company's existing shares.

IT WAS ALSO RESOLVED:

That the Directors be and are hereby authorised to issue and allot any of the unissued authorised share capital of the Company for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this resolution.

SIGNED X.....


MR KATSURAGI

Director

X.....
MR SLINGERLAND

Company Secretary



G

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

983579

Name of company

* TOSHIBA MEDICAL SYSTEMS LTD

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 6TH AUGUST 1993 the nominal capital of the company has been
increased by £ 1,600,000 beyond the registered capital of £ 550,000.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

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:

THAT THE DIRECTORS BE AUTHORISED TO ISSUE
AND ALLOT ANY OF THE UNISSUED SHARE CAPITAL
IN ACCORDANCE WITH THE COPY RESOLUTION ATTACHED.

Please tick here if
continued overleaf

☐

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

Signed

MR. SLINGERLAND

Designation†

SECRETARY

Date

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

For official Use
General Section

Post room

COMPANIES
PP1
26 AUG 1993