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**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

* insert full
name of Company

† delete as
appropriate

To the Registrar of Companies
(Address overleaf)

For official use

For official use

[] [] [] []

2424275

Name of company

*
BECTON INVESTMENTS PLC LIMITED

I, ERIC CHARLES TURNER

of 120 EAST ROAD, LONDON N1 6AA

do solemnly and sincerely declare that I am an authorised signatory of CR Secretaries Limited named as secretary of the company in the statement delivered to the registrar under section 10(2)† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 27 ETCHINGHAM COURT,
LONDON N3

Declarant to sign below

the 14th day of Sept

One thousand nine hundred and eighty nine

before me W.K. PHILLIPS
Solicitor

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

For official Use

New Companies Section

Post room



**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* Insert full name
of company

*
BECTON INVESTMENTS PLC - LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

120 EAST ROAD	
LONDON, N1 6AA	
Postcode	

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

CAPITAL COMPANY SERVICES LIMITED	
120 EAST ROAD,	
LONDON	
Postcode	N1 6AA

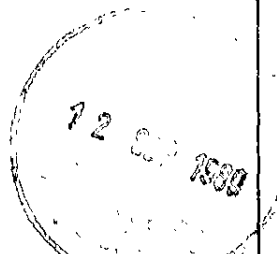
Number of continuation sheets attached (see note 1)

1

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

For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
MICHAEL NORMAN CLAFF		DIRECTOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) 120 EAST ROAD, LONDON,		BRITISH	
Postcode		Date of birth (where applicable) (note 6) 14.8.37	
N1 6AA			
Other directorships †			
CAPITAL COMPANY SERVICES LIMITED			
I consent to act as director of the company named on page 1			
Signature		Date 11 SEP 1989	

† enter particulars of other directorships held or previously held (see note 6) if this space is insufficient use a continuation sheet

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
JOSEPH ANTHONY FENTON HAMMOND	
Previous name(s) (note 3)	
Address (notes 4 & 7) 120 EAST ROAD, LONDON,	
Postcode	N1 6AA
I consent to act as secretary of the company named on page 1	
Signature	Date 11 SEP 1989

p.p. CAPITAL COMPANY SERVICES LIMITED	
Signature of agent on behalf of subscribers	Date 11 SEP 1989

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No. 1
to Form No. 10

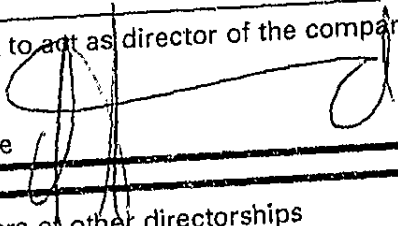
Company number

Name of company

* insert full name
of company

* BELTON INVESTMENTS PLC

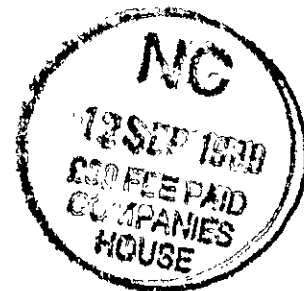
Particulars of other directors (continued)

Name (note 3)	JOSEPH ANTHONY FENTON HAMMOND		Business Occupation
			CHARTERED SECRETARY
Previous name(s) (note 3)			Nationality
			IRISH
Address (note 4)	120 EAST ROAD		Date of birth (where applicable) (note 6)
	LONDON	Postcode N1 6AA	8.1.43
I consent to act as director of the company named above (notes 9 and 10)			
Signature 			Date 11-9-89

Particulars of other directorships

CAPITAL COMPANY SERVICES LIMITED
CAPITAL REGISTRARS LIMITED

MEMORANDUM OF ASSOCIATION



OF BELTON INVESTMENTS PLC

1. The name of the Company is BELTON INVESTMENTS PLC
2. The Company is to be a public company.
3. The registered office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:-
 - A. To carry on business within and without the United Kingdom as manufacturers, wholesalers, factors, retailers, distributors, agents and importers and exporters of goods, materials and finished products of any and every description; to purchase, take on lease, rent or in exchange or otherwise acquire any assets or property of any and every description as may be necessary for the purposes of carrying on the aforesaid businesses; to deal generally in raw materials and consumables of every description; to carry on business as financiers industrial bankers and to loan and advance money to persons, firms or Companies having dealings with the Company; to provide such services as may be required by persons having dealings with the Company of any description and to carry on any other trade or business whatsoever which can in the opinion of the Company be conveniently or advantageously carried on in connection with or by way of extension of any such business or trade or is calculated indirectly or directly to develop any branch of the business or activities of the Company to increase the value of or turn to account any of the Company's, right, property or assets.

- (B) To acquire and hold by way of investment either in the name of the Company, or in that of any nominee, all or any part of the shares, stocks, debentures, debenture stock or other interests of or in any company wherever incorporated or carrying on business, and to vary all or any of such investments from time to time as may be considered expedient.
- (C) To acquire any such shares, stocks, debentures, debenture stocks or other interests by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates, or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (D) To exercise and enjoy all rights, powers and privileges and fulfil the obligations conferred or imposed by or incident to the ownership of any such shares, stocks, debentures, debenture stocks or other interests.
- (E) To provide managerial, executive, administrative, financial, supervisory and consultant services and undertake any duties either for or in relation to or on behalf of any company in which the Company is interested, or generally and in each case, either without remuneration or on such terms as to remuneration as may be agreed, and generally upon such terms as may be thought fit.
- (F) Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
- (G) 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.
- (H) 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.

- (I) To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- (J) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.
- (K) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business.
- (L) 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 subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (M) To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- (N) To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- (O) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain

or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.

- (P) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (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 mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (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 such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of

the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

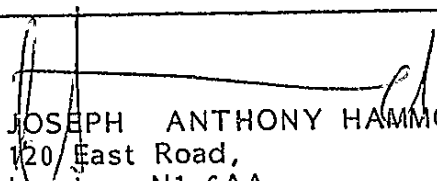
- (U) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- (V) 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 may be made except with the sanction (if any) for the time being required by law.
- (W) To pay all or any of the incorporation and other preliminary expenses of the Company.
- (X) To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Y) To do all such other things as are incidental or conducive to the above objects or any of them.

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, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur 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.

- 5. The liability of the members is limited.
- 6. The share capital of the Company is £50,000 divided into 50,000 Shares of £1 each.
The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---	---


JOSEPH ANTHONY HAMMOND
120 East Road,
London, N1 6AA

ONE

CHARTERED SECRETARY

RAYMOND PAUL KALMAN
120 East Road,
London, N1 6AA



ONE

COMPANY SECRETARY

Dated this 1st

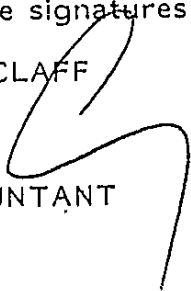
day of September

1989

WITNESS to the above signatures:-

MICHAEL NORMAN CLAFF
120 East Road,
London, N1 6AA


CHARTERED ACCOUNTANT



ARTICLES OF ASSOCIATION
OF
BERTON INVESTMENTS PLC.


The regulations of Table A shall constitute the Articles of Association of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


JOSEPH ANTHONY HAMMOND
120 East Road,
London, N1 6AA

Chartered Secretary

RAYMOND PAUL KALMAN
120 East Road,
London, N1 6AA

Company Secretary 

Dated this 1st day of September 1989

WITNESS to the above signatures:-

MICHAEL NORMAN CLAFF
120 East Road,
London, N1 6AA

Chartered Accountant 

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

No. 2424275

I hereby certify that

BECTON INVESTMENTS PLC

is this day incorporated under the Companies Act 1985
as a public company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 SEPTEMBER 1989

M. Moss
MRS. M. MOSS

an authorised officer