

Company No. 2787067

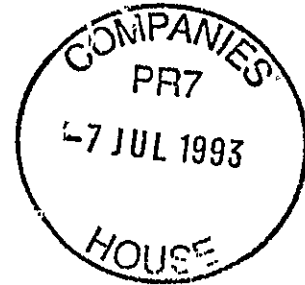
The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

REALSTRONG LIMITED



Passed 29th June 1993

At the EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 16 St. John Street, London, EC1M 4AY on the 29th June 1993 the following Special Resolution was duly passed as a Special Resolution of the Company:-

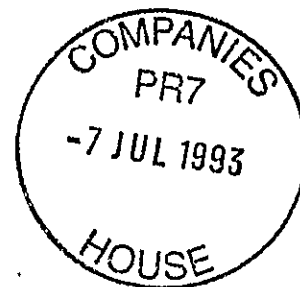
RESOLUTION

That the regulations contained in the printed document of which a copy has been produced to this Meeting and subscribed by the Chairman of the Meeting for identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association, and to the exclusion thereof.

Signed.....
(Director)

EUROLIFE COMPANY SERVICES LIMITED
16 ST. JOHN STREET, LONDON EC1M 4AY

The Companies Acts 1985 and 1989
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
ABERDEEN VISIONPLUS LIMITED



1. The Company's name is "ABERDEEN VISIONPLUS LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A)(i) To carry on all or any of the businesses of pharmaceutical, analytical and dispensing chemists and druggists, sundriesmen, importers, exporters, merchants and vendors of and dealers in drugs, patent medicines, prepared foods and other medicinal proprietary and industrial preparations, compounds, and articles, cosmetics, perfumes, soaps, detergents, and toilet and sanitary requisites and materials of every description, and of and in first aid outfits, elastic and rubber goods, and electrical, wireless, photographic, chemical, optical, surgical and scientific instruments, apparatus, accessories and materials of all kinds, opticians, dealers in fancy goods, articles and novelties, and general merchants, agents, importers, exporters, traders and dealers, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses manufacturers, wholesalers or retailers, agents or otherwise.
 - (ii) To carry on the business of a general commercial company.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
 - (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 for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works and plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers privileges and conditions 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.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections 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 or 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, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or 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.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

(V) 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 in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the difference paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £100, divided into 200 shares of 50p each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**NAMES AND ADDRESSES OF
SUBSCRIBERS**

**Number of shares
taken by each
Subscriber**

W. TESTER
16 St. John Street
London, EC1M 4AY

ONE

H. THOMAS
16 St. John Street
London, EC1M 4AY

ONE

DATED this 29th day of January 1993

Witness to the above Signatures:-

DJ WOOTTON
16 St. John Street
London, EC1M 4AY

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABERDEEN VISIONPLUS LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on that date which is the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80 or Section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid 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 the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 91 (1) of the Companies Act 1985, Sections 89 (1) and 90 (1) to 90 (6) inclusive of that Act shall not apply to the Company.

5. The initial capital of the company is £100.00 divided into 200 shares of 50p each.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

MEETINGS

8. In accordance with Section 372 (3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that

a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

9. In Regulation 112 of Table A the last sentence shall be omitted and the following inserted in its place:-

"A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address or at any other address whether or not within the United Kingdom which he gives to the Company as the address at which notices may be given to him."

and Table A shall be modified accordingly.

10. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor the members present shall constitute a quorum. Regulation 41 of Table A shall not apply to the Company.

DIRECTORS

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

12. The Directors need not retire by rotation and clauses 73 - 80 (inclusive) in Table A shall not apply to the Company.

13. No person shall be elected a Director at any general meeting unless -

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

15. Subject to Article 13 above the Company may by ordinary resolution in General Meeting appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.

16. In Regulation 88 of Table A the third sentence shall be modified by the deletion of the word "not".

17. Contemporaneous linking together by telephone of a number of the directors not less than the quorum and the Company Secretary wherever in the world they are shall be deemed to constitute a meeting of directors so long as the following conditions are met:-

- (a) All the directors for the time being entitled to receive notice of any meeting of the directors (including any alternate of any director) shall be entitled to notice of any meeting by telephone and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given by telephone;
- (b) Each of the directors taking part and the Company Secretary must be able to hear each of the other directors taking part subject as hereinafter mentioned throughout the meeting;
- (c) At the commencement of the meeting each director must acknowledge his presence to all the other directors taking part;
- (d) Unless he has previously obtained the consent of the Chairman of the meeting a director may not leave the meeting by disconnecting his telephone and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall have been deemed to have been validly conducted notwithstanding that a director's telephone is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected;
- (e) A Minute of the proceedings shall be sufficient evidence thereof and of the observance of all the necessary formalities if certified by the Chairman and the Company Secretary.

18. A director may vote as a director on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever provided always that such interest is first disclosed to the directors, and such vote shall be counted and he shall be counted in the quorum present at the meeting when such contract or arrangement is under consideration (whether or not he shall vote on the same).

Clauses 94 - 97 (inclusive) in Table A shall not apply to the Company.

WINDING UP

19. In a winding-up of the Company the assets of the Company remaining after paying and discharging the debts and liabilities of the Company and the costs of the winding-up shall be divided amongst the registered holders of the "A" shares and the "B" shares in proportion to the nominal amount of such shares.

CORPORATE MEMBERS AND DIRECTORS

20. In the case of a corporation

- (a) The signatures of a director or secretary thereof shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulations 53 and 93 of Table A;
- (b) A director or the secretary thereof shall be deemed to be a duly authorised representative for the purposes of Regulation 54 of Table A.

NAMES AND ADDRESSES OF SUBSCRIBERS

W. TESTER
16 St. John Street
London, EC1M 4AY

H. THOMAS
16 St. John Street
London, EC1M 4AY

DATED this 29th day of January 1993

WITNESS to the above Signatures:-

D. J. WOOTTON
16 St. John Street
London, EC1M 4AY