

COMPANY NUMBER: 4639332

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Dirhan Dees 14/8/03
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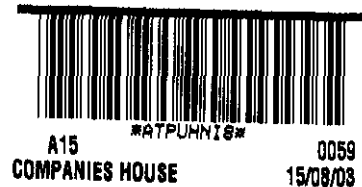
THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VLE Holdings Limited



1. The name of the Company is "VLE Holdings Limited".¹
2. The registered office of the Company is to be situated in England and Wales.
3. The Company's objects are:-
 - 3.1 to be the holding company of Vulcans Lane Estates Limited, a company which has been formed for the purposes of entering into and performing a Project Agreement ("the Project Agreement") with the West Cumbria Primary Care Trust ("the Trust") in connection with a project to build, finance, operate and maintain and/or to procure the design, building, financing, operation and maintenance of a new community hospital in Workington, Cumbria and to enter into and perform the agreements and documents ("the Related Agreements") referred to in the Project Agreement (and to which the Company is expressed to be a party) and to enter into all such other documentation and do all things as may be required or desirable in connection with the Project Agreement or the Related Documents or with being the holding company of Vulcans Lane Estates Limited.²
 - 3.2 To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
 - 3.3 To purchase, take on lease, exchange, hire, hire purchase or defer payments, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets and undertaking of the Company for such consideration as the Company may think fit and to perform any services or render any consideration in connection therewith and to develop and build on any land and to construct, equip, improve, manage, develop, alter and maintain any buildings, works and machinery and any other part of the property or rights of the Company necessary or convenient for the Company's business or otherwise.
 - 3.4 To buy, sell, manufacture, process, repair, alter, improve, refine, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.

¹ By a written resolution of 4 February 2003, the Company's name was changed from Crossco (713) Limited to VLE Holdings Limited.

² Paragraph 3.1 of the Company's objects was adopted by special resolution on 22 July 2003.

- 3.5 To incorporate, constitute, float or otherwise acquire and/or hold shares or any other interest in any companies carrying on any of the businesses or pursuing any of the objects referred to herein, to act as a holding company in relation to and to assist (financially or otherwise), manage, control and administer any such companies.
- 3.6 To borrow or raise money upon such terms and in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed raised or owing by the Company by mortgage charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital, and also by any similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person firm or company, of any obligation or liability undertaken by the Company or any other person firm or company as the case may be, and to purchase, redeem or pay off any such securities.
- 3.7 To give all kinds of indemnities either with or without the Company receiving any consideration or advantage, direct or indirect therefrom and to guarantee either by personal covenant or by mortgaging, charging or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by a combination of such methods, the performance of the obligations or liabilities of any person, firm or company (and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985, or otherwise associated with the Company in business) and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- 3.8 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- 3.9 To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- 3.10 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- 3.11 To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.12 To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, limiting competition or otherwise,

with any person or company or with any employees of the Company including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- 3.13 To act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- 3.14 To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- 3.15 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- 3.16 To receive money on deposit upon such terms as the Company may approve.
- 3.17 To invest and deal with the moneys of the Company in such manner as may from time to time be determined,
- 3.18 To subsidise, or lend money, or give credit to, any person, firm or company (with or without security).
- 3.19 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the Company's holding or subsidiary company as defined by the Companies Act 1985 or otherwise associated with the Company or any such subsidiary or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to support and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.20 To remunerate any company for services rendered or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may

be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.

- 3.21 To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligations of any other company.
- 3.22 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- 3.23 To adopt such means of making known the services and products of the Company as may seem expedient, and, in particular, by advertising in the Press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- 3.24 To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.25 To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.
- 3.26 To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- 3.27 To distribute any of the property of the Company in specie among the shareholders of the Company.
- 3.28 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £80,000 divided into 32,000 "A" Shares of £1 each and 48,000 "B" Shares of £1 each.³

³ By a resolution passed on 22 July 2003 the share capital of the Company was increased to £80,000, divided into 32,000 "A" Shares of £1 each and 48,000 "B" Shares of £1 each.