FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 5727656

The Registrar of Companies for England and Wales hereby certifies that

BROOKMED LIMITED

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

Given at Companies House, London, the 2nd March 2006

N05727656P

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— for the record —

12

Please complete in typescript, or in bold black capitals.

CHFP021

Declaration on application for registration

5729656

Company Name in full BROOKMED LIMITED

I, RICHARD ALAN BAXTER

of 1 BEDFORD ROW, LONDON WC1R 4BZ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at 4 BEDF~~ORD~~ ROW, LONDON, WC1R 4DF

	Day	Month	Year
On	02	03	2006

❶ Please print name.

before me ❶ BARRY HOUGHTON

Signed **Date** 2/03/2006

† A Commissioner for Oaths ~~or Notary Public or Justice of the Peace or Solicitor~~

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

GREGORY ROWCLIFFE MILNERS

1 BEDFORD ROW, LONDON WC1R 4BZ

Tel 020 7242 0631

DX number 95 DX exchange CHANCERY LANE

LX2I8DD0 71

LDI 02/03/2006

COMPANIES HOUSE

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh
or LP - 4 Edinburgh 2

Form revised 10/03

10

Please compete in typescript, or in bold black capitals
CHFP021

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5727656

Company Name in full **Brookmed Limited**

Proposed Registered Office **1 Bedford Row**
(PO Box numbers only, are not acceptable)

Post town **London**

County / Region

Postcode **WC1R 4BZ**

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if *you do, it will help Companies House* to contact you if there is a query on the form. The contact information *that you give will be visible to* searchers of the public record.

Gregory Rowcliffe Milners
1 Bedford Row
London
WC1R4BZ Tel **020 7242 0631**
DX number **95** DX exchange **Chancery Lane**

LDI *LX2I7DDZ* 72
COMPANIES HOUSE 02/03/2006

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh
or LP - 4 Edinburgh 2

v 08/02

Company Secretary (see notes 1-5)

Company name

NAME

*Style / Title: Mrs *Honours etc:

* Voluntary details

Forename(s): Constance

Surname: Boateng

Previous forename(s):

Previous surname(s): BROOKMAN CB

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††: 9 Ainslie Wood Crescent

Post town: Chingford

County / Region: London Postcode: E4 9DB

Country: England

I consent to act as secretary of the company named on page 1

Consent signature C Boateng **Date** 02.03.2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title: Mr *Honours etc:

Forename(s): Kevin Kwesi

Surname: Brookman

Previous forename(s):

Previous surname(s):

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††: 9 Ainslie Wood Cresent

Post town: Chingford

County / Region: London Postcode: E4 9DB

Country: England

Date of birth Day 13 Month 05 Year 1973 **Nationality:** British

Business occupation: Pharmacist

Other directorships:

I consent to act as director of the company named on page 1

Consent signature [signature] **Date** 02/03/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a *service address for the* beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish *firm, give the* registered or principal office address.

Post town

County / Region | Postcode

Country

Date of birth Day Month Year | **Nationality**

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature | **Date**

This section must be signed by either an agent on behalf of all subscribers or the subscribers (*i.e those who signed* as members on the memorandum of association).

Signed		**Date**	02/03/2006
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	
Signed		**Date**	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

   If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

   Give previous forename(s) or surname(s) except that:

   - for a married woman, the name by which she was known before marriage need not be given,
   - names not used since the age of 18 or for at least 20 years need not be given.

   A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

   Address:

   Give the usual residential address.

   In the case of a corporation or Scottish firm give the registered or principal office.

   Subscribers:

   The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

   - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

   - Show for each individual director the director's date of birth, business occupation and nationality.
     The date of birth must be given for every individual director.

4. Other directorships:

   - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

   - dormant,

   - a parent company which wholly owned the company making the return,

   - a wholly owned subsidiary of the company making the return, or

   - another wholly owned subsidiary of the same parent company.

   If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

CASH

LONDON
02 MAR 2006
£60 FEE PAID

5727656

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

BROOKMED LIMITED

1. The Company's name is "BROOKMED LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's object is to carry on business as a general commercial company pursuant to section 3A of the Companies Act 1985 (as inserted in that Act by section 110 of the Companies Act 1989).
4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

I, the person whose name and address is subscribed, wish to be formed into a company pursuant to this memorandum of association and agree to take the number of shares shown opposite my name.

Names and addresses of subscribers taken	Number of shares
KEVIN KWESI BROOKMAN Pharmacist 9 Ainslie Wood Crescent, London E4 9DB	One
Total shares taken:	One

DATED 2nd day of March 2006

Witness to the above signatures:

RICHARD ~~ALAN BAXTER~~
Solicitor
1 Bedford Row, London WC1R 4BZ

LX219DD1 70
LDI 02/03/2006
COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BROOKMED LIMITED

PRELIMINARY

1. The regulations contained in Table A (as set out in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 and which regulations as so amended are hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby excluded or modified.

2. Regulations 24, 62, 64, 73, 74, 75, 80, 82, 84, 87 and 94 of Table A shall not apply and Regulations 8, 30, 31, 40, 41, 67, 76, 77, 78, 79, 81, 89, 90 and 112 of Table A shall be modified as hereinafter mentioned.

CAPITAL

3. (A) The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same at such times, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, but no shares shall be issued at a discount.

   (B) Subject to this Article the Directors are unconditionally authorised for the purposes of section 80 of the Act to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with section 95 of the Act, sub-section (1) of section 89 of the Act shall be excluded from applying to the Company.

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares 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 person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

5. The transferor of a share shall be deemed to remain the Registered Holder of the share until the name of the transferee is entered in the Register of Members in respect thereof

6. Any share (not being a partly paid share or a share on which the Company has a lien) may be transferred:

   (i) by the Registered Holder being a body corporate to any other body corporate which is the holding company or a subsidiary company of such body corporate within the

meaning of Section 736 of the Act or a subsidiary company (within the meaning of the said Section) of the same holding company.

(ii) by the Registered Holder being an individual or by such Registered Holder's personal representatives to:-

(a) any other Registered Holder or

(b) in the case of a Registered Holder who at the date of the relevant transfer or at the date of his or her death as the case may be shall have a spouse child or grandchild living to such spouse or child or grandchild or to the trustees of a settlement under which no one other than the Registered Holder his spouse, children and grandchildren (including children and grandchildren not yet born) is entitled to a beneficial interest and of which such Registered Holder is or was the settlor.

(c) In the case of a Registered Holder who at the date of the relevant transfer or at the date of his or her death as the case may be shall have no spouse or child or grandchild living to the spouse or child or grandchild of any other Registered Holder or to the persons who are the Trustees of a settlement under which no one other than the spouses children or grandchildren of any other Registered Holder (including children and grandchildren not yet born) is entitled to a beneficial interest and of which the Registered Holder is or was the settlor.

(iii) by the Registered Holder being a trustee of such a settlement as is mentioned in (ii) above and of which a Registered Holder is or was the settlor to a new trustee.

(iv) by the Registered Holder being a trustee of such a settlement as is mentioned in (ii) above to a beneficiary under such settlement.

7. (A) Except in the case of a transfer expressly authorised by the last preceding Article the Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of any share (whether or not it is a fully paid share).

(B) Any direction (by way of renunciation or otherwise) by a Member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall be deemed to be a transfer for the purposes of this Article and unless the same shall be or become a permitted transfer the Directors shall be bound to decline to register the same.

TRANSMISSION OF SHARES

8. Regulations 30 and 31 of Table A shall have effect subject to the provisions of Articles of 6 and 7 hereof and shall be modified accordingly

GENERAL MEETINGS

9. If there shall be only one member of the Company, a quorum for the transaction of business at general meetings of the Company shall be one person entitled to vote upon the business transacted, being a member or proxy for a member or a duly authorised Corporation. Regulation 40 of Table A shall be subject to this Article and be modified accordingly.

10. Regulation 41 of Table A shall be amended by adding the words at the end thereof:

"and if at the adjourned meeting the quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum".

11. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall not be treated as valid.

DIRECTORS

12. The number of Directors (other than alternate Directors) shall not be subject to any maximum and the Company may have a sole Director.

13. (A) The holders of a majority for the time being of the ordinary shares shall be entitled to appoint any Director or Directors and any Director or Directors may be removed or replaced by the persons for the time being entitled to appoint such Director or Directors.

    (B) All appointments and removals of Directors under this Article shall be effected by notice in writing, signed by the holder or holders of the majority of the ordinary shares in respect of which such appointment or removal is affected, and left at or sent by registered post to the registered office of the Company.

14. There shall be no rotation of Directors and accordingly

    (a) Regulation 67 of Table A shall be amended by altering the first semi-colon to a full stop and deleting all the words thereafter

    (b) Regulation 76 of Table A shall be amended by deleting therefrom the words "other than a director retiring by rotation."

    (c) Regulation 77 of Table A shall be amended by deleting from the first sentence thereof the words "(other than a director retiring by rotation at the meeting)" and in the two places where they occur the words "or reappointment" and by deleting from the second sentence thereof the words "or reappointed".

    (d) Regulation 78 of Table A shall be amended by deleting the words "and may also determine the rotation in which any additional directors are to retire".

    (e) Regulation 79 of Table A shall be amended by deleting therefrom the second sentence thereof beginning with the words "a director so appointed shall hold office.....".

15. Regulation 81 of Table A shall be amended

    (i) by inserting after the words "Mental Health Act 1983" and after the words "Mental Health (Scotland) Act 1960" the words "as from time to time amended or re-enacted or under any substitute legislation therefor" and

    (ii) by adding the following paragraph thereto:-

        "(f) If his appointment has been revoked in accordance with the provisions of

the Company's Articles of Association".

16. Without prejudice to the Company's other powers under these Articles and by way of supplement thereto the Company shall have power by extraordinary resolution to remove any Director before the expiration of his period of office and by ordinary resolution to appoint another person in his stead.

17. If by arrangement with the Board any Director shall perform or render any special duties or services outside his ordinary duties as a director the Board may pay him special remuneration in addition to his ordinary remuneration, and such special remuneration may be by way of salary commission, participation in profits or otherwise as may be arranged.

18. *A Director shall not be required to hold any shares in the Company by way of qualification.*

POWERS AND DUTIES AND PROCEEDINGS OF DIRECTORS

19. The powers of the Directors to borrow money and to mortgage or charge the Company's undertaking property and uncalled capital shall not be subject to any limit.

20. If there shall be a sole Director the quorum for the transaction of the business of the Directors shall be one. Regulations 89 and 90 of Table A shall be subject to this Article and modified accordingly.

21. *A Director may hold any office of profit under the Company (other than that of Auditor) in* conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby nor shall he be liable to account to the Company for any profit arising out of any such contract arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that in the next meeting of the Directors held after such interest was acquired he discloses the fact that he has acquired such interest. Subject as aforesaid, a Director may vote as a Director in regard to any contract, arrangement or dealing in which he is interested *or upon any matters arising thereout and if he shall so vote, his vote shall be counted, and* he shall be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice be entered into or made with that company or firm shall, for the purpose of this Article be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

22. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who have held, any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and establish and subsidise or subscribe to any institutions, associations, 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, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent

objects or for any exhibition, or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

ASSOCIATE TECHNICAL AND AREA DIRECTORS

23. (A) The Directors may from time to time designate any manager or other officer or person who shall at the time of designation render services to or be engaged in the employment of the Company as an Associate Technical or Area Director upon and subject to such terms and conditions as to powers, duties. remuneration and otherwise (including attendance but not voting at Board Meetings) as the Directors may think fit, but so that the designation of a person as an Associate Technical or Area Director shall not (save as may otherwise be agreed between him and the Company) affect the terms and conditions of his service for or his employment by the Company, whether as regards powers, duties, remuneration or otherwise.

(B) A person designated as an Associate Technical or Area Director shall not by reason of such designation be or be deemed to be a Director or a person occupying the position of a Director for the purposes of the Act or these Articles and shall not be entitled to receive notice of or to attend meetings of the Board of Directors unless the Directors invite him to do so and shall not in any event be entitled to vote at any meeting of the Board of Directors or have access to the books of the Company.

(C) An Associate Technical or Area Director shall ipso facto cease to be an Associate Technical or Area Director:-

(i) If the Directors so resolve; or

(ii) If he ceases to render services to the Company or to be employed by the Company in some capacity other than of an Associate Technical or Area Director; or

(iii) If he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(iv) If he is, or may be, suffering from mental disorder and either:-

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 as from time to time amended or re-enacted or under any substitute legislation therefor or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 as from time to time amended or re-enacted or under any substitute legislation therefor, or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

NOTICES

24. A notice sent by post to any member or other person entitled to receive notice of meetings shall be deemed to be served at the time when the same is posted and Regulation 112 of Table A shall be modified accordingly.

Names Addresses and Descriptions of Subscribers
Kevin Kwesi Brookman 9 Ainslie Wood Crescent London E4 9DB Pharmacist

DATED this 2nd day of March 2006

WITNESS to the above Signatures:-

Richard A Baxter
1 Bedford Row
London WC1R 4BZ
Solicitor