



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5984565

The Registrar of Companies for England and Wales hereby certifies that
MDS PLATINUM (001) LIMITED

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

Given at Companies House, Cardiff, the 1st November 2006



NO 5984565L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5984565

Company name

MDS PLATINUM (001) LIMITED

I,

LEGAL-E COMPANY SECRETARY SERVICES
LIMITED

of

THE LODGE
COPTHORNE ROAD
CROXLEY GREEN
HERTS
UK
WD3 4AQ

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



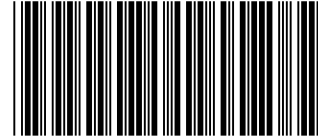
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **31/10/2006**



X44RJK43

*Company Name
in full:* **MDS PLATINUM (001) LIMITED**

*Proposed Registered
Office:* **THE LODGE
COPTHORNE ROAD
CROXLEY GREEN
HERTS
UK
WD3 4AQ**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **SECRETARY SERVICES LIMITED
LEGAL-E COMPANY**

Agent's Address: **THE LODGE
COPTHORNE ROAD
CROXLEY GREEN
HERTS
UK
WD3 4AQ**

Company Secretary

Name **LEGAL-E COMPANY SECRETARY SERVICES LIMITED**

Address: **THE LODGE
COPTHORNE ROAD
CROXLEY GREEN
HERTS
UK
WD3 4AQ**

Consented to Act: **Y** *Date authorised* **31/10/2006** *Authenticated:* **Y**

Director 1:

Name **LEGAL-E COMPANY DIRECTOR SERVICES LIMITED**

Address: **THE LODGE
COPTHORNE ROAD
CROXLEY GREEN
HERTS
UK
WD3 4AQ**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised* **31/10/2006** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **31/10/2006** *Authenticated:* **Yes**

THE COMPANIES ACT 1985 and 1989
A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
‘MDS PLATINUM (001) LIMITED’**

MEMORANDUM OF ASSOCIATION

of

'MDS PLATINUM (001) LIMITED'

1 The Company's name is:-

'MDS PLATINUM (001) LIMITED'

2 The Company's registered office is to be situated in England & Wales.

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

- 3.1 To carry on business as a general commercial company.
- 3.2 To acquire by purchase, lease or otherwise any real or personal property and any rights or privileges which the Company may think necessary.
- 3.3 To acquire, construct, maintain or alter any buildings, erections or works.
- 3.4 To invest and deal with moneys of the Company not immediately required in such manner as the Company may from time to time determine.
- 3.5 To sell, manage, lease, mortgage, exchange, dispose or otherwise deal with and turn to account all or any part of the property of the Company as may be considered expedient.
- 3.6 To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- 3.7 To lend and advance money or give credit to any person or company, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any associated company or undertaking within the same group of companies whether or not the same directly or indirectly benefits the Company or by any person or company;
 - 3.7.1 To secure or undertake the repayment of money lent or advanced to or the liabilities incurred by any person or company; and
 - 3.7.2 Otherwise to assist any person or company.
- 3.8 To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the

Company of any obligation or liability it may undertake or which may become binding on it.

- 3.9 To establish or contribute to the support of associations, institutions, funds and trusts calculated to benefit present or former employees or directors of the Company or of its subsidiaries or the dependants or connections of any such persons; to grant or insure the provision of pensions and allowances; to support educational enterprises and establishments; and to subscribe or guarantee money for charitable or benevolent objects, or for any cultural or sporting event, performance or exhibition.
- 3.10 To establish and maintain any non-contributory or contributory pension life assurance or superannuated funds for the benefit of, and pay or provide donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company in which it is interested, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons, and to do any of these things either alone or in conjunction with or through any other company.
- 3.11 To do all such other lawful things as shall further the attainment of the said objects.
- 4 The liability of the members is limited.
- 5 The Company's share capital is £1000 divided into 1000 shares of £1 each.

We, the subscribers to this memorandum of association, wish to form a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our names.

NAME AND ADDRESS
OF SUBSCRIBER

NUMBER OF SHARES TAKEN
BY SUBSCRIBER

Legal-E Company Director Services Limited
The Lodge
Cophorne Road
Croxley Green
Herts
WD3 4AQ

ONE

Dated the Tuesday, 31 October 2006

ARTICLES OF ASSOCIATION

of

'MDS PLATINUM (001) LIMITED'

1. Preliminary

- 1.1 The rules governing the conduct of the Company's affairs can be found in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') as amended. The regulations constituting Table A shall apply to the Company except in so far as they are excluded or varied by these articles.
- 1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.

2. Share Capital

- 2.1 The original share capital of the Company is £1000 divided into 1000 ordinary shares of £1 each.
- 2.2 In regulation 2 of Table A governing the rights attached to new shares there shall be substituted for all the words following 'any share may be issued with' the words 'or have attached to it such rights or restrictions as the Company may by special resolution determine.'
- 2.3 Subject to regulation 2.4 below and section 80 of the Companies Act 1985 as amended ('the Act') the Directors of the Company may allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
- 2.4 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company and afterwards with previous sanction of an ordinary resolution to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions and in such manner as they shall think proper subject to the provisions of section 80 of the Act.

3. Lien and Forfeiture

- 3.1 The right of the Company to exercise a lien over its issued shares conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all registered shares or relevant securities in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share or relevant security shall operate as a waiver of any lien of the Company on that share or relevant security.

- 3.2 In regulation 8 of Table A regarding the extension of the Company's lien to rights attaching to the shares or relevant securities there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividend or other moneys payable in respect of the forfeited shares.'

4. Alteration of Share Capital

- 4.1 Regulation 32 of Table A governs the increase, consolidation, division and cancellation of share capital by ordinary resolution. In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.
- 4.2 In regulation 33 of Table A regarding the authority by special resolution to reduce share capital the parenthesis '(including, subject to the provisions of the Act, the Company)' shall be omitted.

5. Votes of Members

- 5.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.
- 5.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in 'the words' any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

6. Proceedings at General Meetings

- 6.1 In regulation 40 of Table A the sentence beginning 'Two persons entitled to vote' shall be replaced by the sentence 'One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.'

7. Appointment of Directors

- 7.1 No person shall be appointed a Director at any General Meeting unless:-
- 7.1.1 he is recommended by the Directors; or
 - 7.1.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.
- 7.2 Subject to regulation 6.1 above the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an Additional Director.
- 7.3 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an Additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
- 7.4 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

8. Number of Directors

- 8.1 Unless otherwise determined by ordinary resolution the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number shall be one.
- 8.2 If and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
- 8.3 Regulation 64 of Table A shall not apply to the Company.

9. Directors' Votes

- 9.1 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising there out and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- 9.2 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

10. Disqualification of Directors

In regulation 81 of the Table A regarding resignation by notice to the Company there shall be inserted in paragraph (d) after the words 'to the Company' the words 'left at the office.'

11. Dividends

In regulation 104 of Table A regarding the ranking of shares for dividends and the proportion payable there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent.'

12. The Seal

- 12.1 The Company need not have a seal.
- 12.2 If the Company has a seal, the Directors or a committee of Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.
- 12.3 Regulation 101 shall not apply to the Company.
- 12.4 The requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
- 12.5 The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

NAME AND ADDRESS
OF SUBSCRIBER

Legal-E Company Director Services Limited
The Lodge
Copthorne Road
Croxley Green
Herts
WD3 4AQ

Dated the Tuesday, 31 October 2006