

NI9788

THE COMPANIES ACT (Northern Ireland) 1960

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

-of-

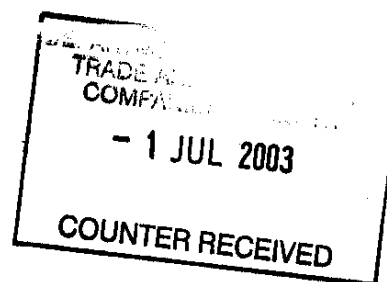
NAPSCO LIMITED

(formerly Gaelta Research and Development Limited)

Certified a true copy of the updated Memorandum
and Articles of Association of the Company.

Dated the 23 day of June 2003

Signed Alfred J. O'Leary
Director/Secretary
Stephen G. Smith
ALJ Atty



L'ESTRANGE
BRET
SOLICITORS



The Companies Acts (Northern Ireland) 1960 and 1963

COMPANY LIMITED BY SHARES

Memorandum of Association

of

NAPSCO LIMITED*

1. The name of the Company is "NAPSCO LIMITED".
2. The Registered Office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:
 - (a) To institute and carry on research and development work of all kinds for the contrivement, design, formulation, production and marketing of goods and services of every description and to enter into agreements and licensing arrangements with any other company firm or person calculated to enhance the value of or render more profitable the assets, property or rights of the Company. To carry on business as wholesale and retail dealers of and in foodstuffs of every description and all other business of an allied nature, and to carry on business as importers, exporters, manufacturers and wholesale and retail dealers of and in toilet requisites of every description, chemicals, oleaginous and saponaceous substances and pharmaceutical products of all kinds.
 - (b) To carry on business as publicity and advertising agents, contractors and consultants, writers and designers, publishers and sellers of books, artists and display specialists and contractors, and sales and marketing consultants.
 - ** (bb) To promote the interests of CTS Analytical Limited (Company No NI 07005) Clinical Trial Services Limited (Company No NI 41905) Clinical Trial Services (US) Inc Galen Inc Applied Clinical Concepts Inc and Clinical Trial Services Inc in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid to the intent that the promotion of the interests of CTS Analytical Limited, Clinical Trial Services Limited, Clinical Trial Services (US) Inc Galen Inc Applied Clinical Concepts Inc and Clinical Trial Services Inc shall be an object and not a power of the Company.
 - (c) To carry on all or any or any one or more of the foregoing businesses, either wholesale or retail, and either jointly with others or solely, and to manufacture all or any of the commodities necessary to carry on any or all of the above businesses.

*The Company name was changed from Gaelta Research and Development Limited by a Written Resolution dated 31 May 2002

**Inserted by Written Resolution dated 31 May 2002

- (d) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or as an extension of any of the businesses aforesaid, or calculated, directly or indirectly, to enhance the value of, or render more profitable any of the assets, property or rights of the Company.
- (e) To apply for, purchase, hire, take on lease, or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials and any other real or personal property, and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of or render more profitable any of its assets, property or rights.
- (f) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company, or calculated to enhance the value of, or to render more profitable any of its assets, property or rights.
- (g) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (h) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of, or otherwise deal with or dispose of the whole or any part of the undertaking, property and assets for the time being of the Company for such consideration as the Company may think fit.
- (i) To borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future and including uncalled capital, and by issuing, whether at par or at a premium or discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgement of indebtedness whether creating a charge or not.
- (j) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company, or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested, whether directly or indirectly.
- (k) To receive money on deposit or loan, and to lend money and make advances and to give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (l) To invest and deal with the moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.

- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (n) To support and subscribe to any charitable or public objects, to grant pensions and other financial assistance to persons employed or formerly employed by the Company or its predecessors in business and the dependants of such persons, and to maintain or contribute to any pension, provident or other funds, or any institutions, associations, societies or clubs, whether existing for purposes connected with trade, benevolence or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (o) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property, assets or rights of this Company, or the promotion of which will in any way benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such company.
- (p) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits or controlling or limiting profits or output, or otherwise for mutual assistance with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner, as this Company shall think fit.
- (q) To pay for any property or rights acquired by this Company, either in cash payable as a lump sum or by instalments or otherwise, or in fully or in partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company, either in cash as aforesaid or in fully or partly paid up shares, or in securities of any other company, or partly in one way and partly in another, and whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (r) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (s) To do all or any of the above things as principals, agents, trustees, brokers or otherwise, and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (t) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.
- *(u) To guarantee, grant indemnities in respect of, 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 contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company person or firm, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein.

- * (v) To give, whether directly or indirectly, any kind of financial assistance (as defined in Article 162(1)(a) Companies NI Order 1986 for any such purpose as is specified in Article 161(1) and Article 161(2) Companies (NI) Order 1986 so far as permitted by the Order.

Each of the foregoing sub-clauses shall be deemed to be an independent Clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.
5. The Share Capital of the Company is £250,000 divided into 250,000 shares of £1.00 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such rights of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, or without any right of voting, and generally on such terms as the Company may from time to time determine.

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
<p>Leonard Irwin 7 St. John's Park Belfast BT7 3JF</p> <p>Company Director</p>	<p>One</p>
<p>Doris Irwin 7 St. John's Park Belfast BT7 3JF</p> <p>Company Director</p>	<p>One</p>
<p>TOTAL SHARES TAKEN</p>	<p>Two</p>

Dated this third day of October 1973

Witness to the above signatures:

D.L. Clarke
3 Knockdarragh Park
Belfast BT4 2LE

THE COMPANIES ACTS (Northern Ireland) 1960 and 1963

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

***NAPSCO LIMITED**

PRELIMINARY

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act (Northern Ireland) 1960 (hereinafter referred to as "Part II of Table A") shall apply to the Company save in so far as they are varied or excluded by or inconsistent with these Articles.
- **2. Regulations 3,10, 88, 89 and 138 of Table A, Part I in the said First Schedule (hereinafter referred to as Part I of Table A) and Regulation 7 of Part II of Table A shall not apply to the Company.

SHARES

- ***3. Subject to Articles 165 to 168 of the Companies (Northern Ireland) Order 1986, the Company may purchase its own shares (including any redeemable shares) and, as it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
4. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in general meeting) allot or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to Regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
5. In Regulation 11 of Part I of Table A, the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
6. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
7. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.

*The Company name was changed from Gaelta Research and Development Limited by a Written Resolution dated 31 May 2002

**Amended by Written Resolution dated 31 May 2002

***Inserted by Written Resolution dated 31 May 2002

8. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.
9. The Company shall within three days of the receipt of the last mentioned notice, give notice to every member of the proposed sale in the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members, in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty-eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.
10. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.

DIRECTORS

11. A Director may vote as a Director in respect of any contract in which he is interested or on any matter arising thereout, and Regulation 86 of Part I of Table A shall be modified accordingly.
12. Paragraph (f) of Regulation 90 of Part I of Table A shall not apply to the Company.
13. Regulations 91 to 99 inclusive of Part I of Table A shall not apply to the Company.
14. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.
- *15. The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Without prejudice to the foregoing, all or any of the Directors or of the members of any committee of the Directors may participate in a meeting of the Directors or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and to address each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is then present. The word "meeting" in these Articles shall be construed accordingly.

BORROWING POWERS

16. In Regulation 81 of Part I of Table A the words from "so however" to the end of the regulation shall be omitted.

INDEMNITY

17. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 394 of the Companies Act (Northern Ireland), 1960), which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other

* Inserted by Written Resolution dated 30 May 2002.

officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

PENSION AND SUPERNANNUATION FUNDS

18. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives and dependants of such persons and may make payments for or towards the insurance of any of such persons and their wives, widows, children and other relatives and dependants, and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.

WINDING UP

19. Regulation 137 of Part I of Table A shall be omitted.
20. If the Company shall be wound up the liquidator may, with any sanction required by the Companies Act (Northern Ireland), 1960, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Leonard Irwin
7 St. John's Park
Belfast
BT7 3JF

Company Director

Doris Irwin
7 St. John's Park
Belfast
BT7 3JF

Company Director

Dated the third day of October 1973

Witness to the above signatures:

D L Clarke
3 Knockdarragh Park
Belfast
BT4 2LE