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COMPANIES (NORTHERN IRELAND) ORDER 1986 TO 1990

COMPANY LIMITED BY SHARES



MEMORANDUM

AND

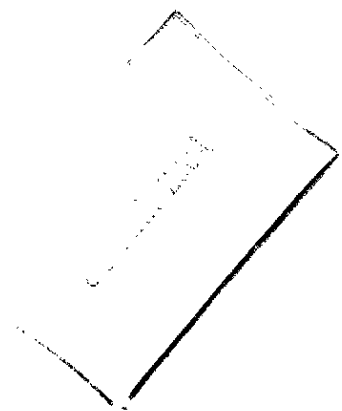
ARTICLES OF ASSOCIATION

OF

DYNAN OPTICIANS LIMITED



Produced by
Company Business Solutions



NI49845

THE COMPANIES (NORTHERN IRELAND) ORDER 1986 to 1990

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DYNAN OPTICIANS LIMITED



1. The name of the Company is: "DYNAN OPTICIANS LIMITED".
2. The Registered Office of the Company will be situated in Northern Ireland.
3. The Objects for which the Company is established *are*:
 - (A) To carry on the trade *or* business of optometrists, opticians, researchers, experimenters, genetic engineers and manufacturers of ophthalmic and pharmaceutical products and to create and to market, distribute and provide optical, pharmaceutical and surgical materials, instruments and appliances, patent and proprietary articles and preparations and scientific, surgical and optical instruments and other goods, articles, accessories and things of any description and to employ properly qualified persons to act on the Company's behalf as ophthalmic opticians, scientists, researchers, laboratory workers, therapists and any other specialists required in the sphere of the Company's business and to provide material, lecture, demonstrate, hold exhibitions, seminars, provide point of sale material and to generally promote the general trading of the business.
 - (B) To carry on the business *or* businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement and to undertake and execute agency *or* commission work of all kinds and to act generally as travel salesmen, agents, factors and brokers for the sale *or* purchase of goods and the provision of services and travel.

- (C) To carry on any other trade or business whether manufacturing or otherwise which can in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub contracts and 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 jointly with others and either by or through agents, sub contractors, trustees or otherwise, to appoint any person or persons firm or firms, company or companies to be the attorney or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (E) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry or possessed of property suitable for any of the purposes of the Company and to account and carry on or liquidate and wind up any such business. To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matter and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (F) To build, construct, alter, set-up, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company and to join with any other person or company in doing any of these things.
- (G) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (H) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised carry on or possessed of property suitable for the purpose of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (I) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, joint adventure, reciprocal concession or co-operation or of limiting competition with any company, firm or person carrying on or engaged in or proposing to canyon or engage in any business trade or transaction within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this Company and to subscribe for, take or otherwise acquire and hold, sell, deal with or dispose of any shares of stock in or debentures or other securities of or other interests in all such company's and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

- (J) To improve, manage, develop, grant rights, easements or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and also invest and deal with the moneys of the Company in or *upon* such investments and in such manner as the Company may approve.
- (K) To vest any real or personal property, rights, or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the Company.
- (L) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations or other securities on or guaranteed by any Company constituted or carrying on business in Northern Ireland or any part of the world whether or not such company has objects altogether or in part similar to those of the Company and Debenture Stock Bonds, Obligations or other Securities Guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (M) To lend and advance money or give credit to customers and others with or without security and *upon* such terms as the Company may approve and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the shares, stock or securities of any company of or in which this Company is a member or is otherwise interested and generally to give guarantees and indemnities.
- (N) To receive money on deposit or loan and borrow or raise money 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 mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case maybe generally to act as bankers for customers and others. To draw, make, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (O) To apply for, promote and obtain any Act of parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of the Department of Trade, Department of Economic Development or other authority for enabling the Company to carry any of its objects into effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudge the interests of the Company.
- (P) To enter into any arrangements with any Governments or authorities supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licences and concession which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

- (Q) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Solicitors or experts, agents, and also to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (R) To payout of the funds of the Company all expenses which the company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (S) To payout of the property or rights acquired by the company and to remunerate any person or company whether by cash payment or by allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or voting or otherwise, or by allotment of debentures or any other securities which the Company has power to issue, or partly in another, and generally on such terms as the Company may determine.
- (T) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (U) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuating funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or employment to any persons who are or were at any time in the employment or services of the Company, or of any company which is a subsidiary of the Company, or was taken over or otherwise acquired by 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 the wives, widows, families and dependants of any such persons, and also establish and subsidise and 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 such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and to any of the matters aforesaid, either alone or in conjunction with any such other as aforesaid.
- (V) To procure the Company to be registered or recognised in Great Britain, the Republic of Ireland or in any part of the World.
- (W) To establish, or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights 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.
- (X) To sell, lease, mortgage, grant in fee fam1, exchange or otherwise dispose of the real or personal property, assets or undertaking of the Company or any part thereof for such consideration as the company may think fit and to accept payment for any real or personal 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 shares or stock of any company or corporation whether or not having objects altogether or in part similar to those of the Company and whether or not such shares or stock shall have or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or 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.

(Y) 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.

(Z) To do all other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

(a) The word 'company' in this clause, except where used in reference to this Company, shall be deemed to include any Partnership or other body or persons, whether domiciled in Northern Ireland, or elsewhere, and

(b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the Company, but may be carried out in full and ample a manner and construed in a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is Limited.

5. The company's share capital is £10,000 divided into 10,000 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 right 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 share 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.

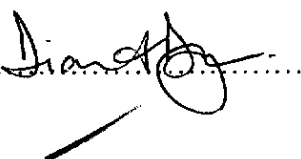
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we *agree* to take the number of shares shown opposite *our* respective names.

FULL NAMES, ADDRESSES, SIGNATURE : AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
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Diarmuid Dynan
15 Baronscourt Heights
Carryduff
Belfast
BT8 8RS

TWO

Optician

Signature: 

TOTAL SHARES TAKEN: TWO

Dated this 18th day of FEBRUARY 2004
Witness to the above signatures: -

NAME: MICHAEL DYNAN

ADDRESS: 6 BARONSCOURT HEIGHTS, CARRYDUFF, BT8 8RQ

OCCUPATION: SOFTWARE ENGINEER

SIGNATURE: 