
COMPANY LIMITED BY SHARES

Memorandum of Association

— OF —

STAFFORD-MILLER LIMITED

1. The name of the Company is "STAFFORD-MILLER LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on (whether wholesale or retail) the businesses of manufacturers of and dealers in dental, pharmaceutical and medicinal preparations, patent and proprietary articles and surgical and dental instruments and appliances, drug merchants, herbalists, manufacturing and dispensing chemists, druggists, chemical manufacturers and dealers, drysalter, dealers in and refiners of oils, dyes, disinfectants, fine chemicals, scents and soap, merchants, commission agents, warehousemen, and general store keepers.
 - (2) To buy, sell, manufacture, refine, prepare and deal in all kinds of dental, chemical and other preparations, articles and ingredients and to carry on any business and deal in any produce, merchandise and things whatsoever which may seem to the Company capable of being conveniently carried on by the Company in connection with or as ancillary to the general business

of the Company or calculated directly or indirectly to enhance the value of any of the Company's assets, property or rights for the time being.

- (3) To apply for, obtain, purchase or otherwise acquire any patents, patent rights, inventions, licences or concessions for or in relation to the manufacture or use or otherwise in relation to any material or thing with which the Company may deal, or any other inventions, patents, patent rights, licences or concessions 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, grant licences in respect of and otherwise turn to account the same.
- (4) To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to let or sub-let in whole or in part, any lands, buildings, machinery, easements, rights, privileges, trade marks, trade secrets, concessions, licences, plant, stock-in-trade, and any real and personal property of any kind and to erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- (5) To expend money in experimenting upon and testing and in improving or seeking to improve and giving publicity to and placing upon the market any patents, inventions or rights which the Company may acquire or propose to acquire.
- (6) To borrow or raise money for the purpose of the Company's business, and to mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (7) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (8) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (9) To lend money and to make advances to customers and others with or without security and upon such terms as the Company may approve and generally to act as bankers for customers and others.
- (10) To establish and support, or to aid in the establishment and support of associations, institutions, funds, trusts, clubs and conveniences calculated to benefit employees or ex-employees of the Company, or of any of its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (11) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (12) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments.
- (13) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (14) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred rights

in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (15) To accept payment for any 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 up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (16) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests, or co-operation with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock or securities of any such company.
- (17) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (18) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (19) To sell, improve, manage, develop, turn to account, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.

- (20) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (21) To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of this Company, and any company promoted by this Company, and the issue of the capital of this and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of this Company, and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by this Company of any property rights or assets, and of and incidental to the accomplishment of all or any formalities which this Company may think necessary or proper in connection with any of the matters aforesaid.
- (22) 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.
- (23) 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 in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause when applied otherwise than to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not

Incorporated, and whether domiciled in Great Britain or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the order in which such objects are stated.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,000, * divided into 200 Shares of £10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

* The Share Capital of the Company was increased in February 1985 to £101,000 by the creation of 9,900 shares of £10 each

* The Share Capital of the Company was increased by Ordinary Resolution dated 9th April 1991 to £920,000 by the creation of 81,900 shares of £10 each to rank pari passu in all respects with the existing shares of the Company

WE, the several persons whose names and addresses 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
VERNON EDMUND GORDON HARRISS, 31/34, Basinghall Street, London, E.C.2. Solicitor.	1
EDWARD ARTHUR KITSON, 31/34, Basinghall Street, London, E.C.2. Solicitors' Clerk.	1

DATED this 9th day of September, 1936.

WITNESS to the above Signatures:-

ARTHUR R. TINEER,
123 Arlington Road,
Southgate, N.14.
Solicitors' Clerk.