Memorandum & Articles of Association

for

STAFFORD-MILLER LIMITED

Company Number 318499



CORPORATE SECRETARIAT
GLAXOSMITHKLINE
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UPDATED ON 16TH DECEMBER 2003



THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

STAFFORD-MILLER LIMITED

Incorporated the 14th day of September 1936
CERTIFICATE No 318499

THE COMPANIES ACTS, 1948 TO 1976

Ref: NA/70094/1

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

STAFFORD-MILLER LIMITED

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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, drysalters, 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 cooperation 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.

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* 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.

*** The authorised share capital of the Company be increased by £3,680,000 to £4,600,000 by the creation of 368,000 non-cumulative non-redeemable preference shares of £10.00 per share with the following rights:

Nominal value:	GBP £10.00 per non-cumulative non-redeemable preference share ("the Preference Shares").
Subscription price:	The amount paid per Preference Share.
Voting Rights:	None.
Dividend:	The right to a dividend payable on the Dividend Payment Date, and in an amount calculated by applying the Dividend Rate for the relevant Dividend Period to the Subscription Price (and pro-rated on a time-basis for any Dividend Payment which is less than 12 months).
Dividend Payment Date:	The first business day in March following the end of each Dividend Payment Period.
Initial Dividend Payment Period:	The period starting on the date of issuance of the Preference Shares and ending on 31st December of the year in which the Preference Shares are issued.
Dividend Payment Period	Each full calendar year following the year in which the Preference Shares are issued.
Dividend Rate:	The Dividend Rate will be dependent on the annual accounting profits of the Company during the calendar year (prorated in the event of the Initial Dividend Payment Period). Accounting profits • **up to £7,000,000**; 12 month LIBOR minus 25 basis points. • **from £7,000,001 to £8,000,000**; 12 month LIBOR. • **in excess of £8,000,001**; 12 month LIBOR plus 25 basis points. Where there are no accounting profits in an accounting period, the Dividend Rate will be zero.
Preference Rights:	Preference Share holders will receive dividend payments in priority to any dividend in respect of any other class of shares. The Preference Dividends are non-cumulative.
Return of Capital:	In the event of winding up or other return of capital, Preference Share holders will be entitled to receive the last dividend accrued but unpaid and the return of the Subscription Price in priority over any payments to holders of any other class of shares.
LIBOR:	London Inter- Bank Offered Rate. The LIBOR rate to be applied will be the rate at the first business day of the Dividend Payment Period (or initial Dividend Payment Period as the case may be).

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, EC2 Solicitor.	1
EDWARD ARTHUR KITSON, 31/34, Basinghall Street, London, EC2 Solicitors' Clerk.	1

DATED this 9th day of September, 1936.

WITNESS to the above Signatures:-

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

No. of Company: 318499

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

STAFFORD-MILLER LIMITED

(Adopted by Special Resolution passed the 1st day of December 1977)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4, 5 and 6 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

DIRECTORS

4. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than ten***.

5. The remuneration of the Directors shall from time to time be determined by a Resolution of the Board of Directors subject to any directions given by the Company in general

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*** By a Special Resolution passed at an Extraordinary General Meeting on the 23rd January 1989 the maximum number of Directors of the Company was increased from ten to fifteen.

meeting and regulation 76 of Table A, Part I shall be deemed to have been altered accordingly.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

7. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

8. The office of a Director shall be vacated -

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of section 182 of the Act.

(3) If he becomes bankrupt or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

9. 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 years or any other age.

ROTATION OF DIRECTORS

10. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint

another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

11. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

PENSIONS

12. The Board 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 or employees of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe to any institution, 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, or of any such persons 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 it shall be a statutory requirement, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for

his own benefit any such donations gratuity, pension, allowance or emolument.

13. Without in any way limiting or restricting the general powers of the Board to grant pensions, allowances or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the dependents or connections of any such persons, it is hereby expressly declared that the Board may, upon any person who was or is for the time being a Director of the Company ceasing for any cause to hold some other office or place of profit (including that of Managing or Joint Managing Director) previously held by him under the Company, make such grants or pay such pension or other retiring or similar allowance to such person or to his relatives, connections or dependents as the Board may think fit, and it shall be no objection to any such grant or payment that such person may remain a Director of the Company entitled to participate in the remuneration payable to the Directors. Any such grant pension or other allowance may be made payable for such period, and upon such terms and conditions, as the Board in its discretion may from time to time determine, but shall only be made in respect of some office, place of profit or services other than service as a Director, and any such Director qualifying under this Article for the receipt of a pension may be included in any superannuation scheme which is for the time being administered by or on behalf of the Company.

SEAL

14. The Company may have for use in any territory, district or place not situate in the United Kingdom, an official seal which shall be a facsimile of the Common Seal of the Company, with the addition on its face of the name of every territory, district or place where it is to be used.

ACCOUNTS

15. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

16. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company

against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Companies Act 1948 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the said Act.