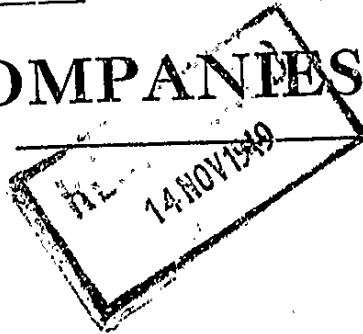


474958/1.

Form

No. of
Company

THE COMPANIES ACT, 1948.



A £
Compt
Registration
Fee Stamp
must be
impressed
hereo.

Declaration of Compliance with the Requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

The Dales Tablet Makers Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85, LONDON WALL, LONDON, E.C.2;

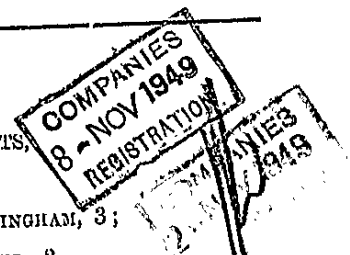
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by Turner & Wall, Solicitors,

Arcade Chambers, Keighley.

[C.A. 1.]
2/49.



I John Clifford Leach

of Arcade Chambers, Keighley

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a Solicitor of the
Supreme Court engaged in the formation

of The Dales Tablet Makers

Limited

And that all the requirements of the Companies Act, 1948,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Keighley in the County of York

the 31st day of October
one thousand nine hundred and forty nine

Before me,

Welford Chambers

* Delete as
necessary.

*A Commissioner for Oaths.

~~Notary Public~~

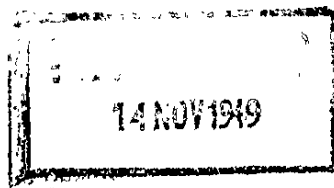
~~Justice of the Peace.~~

John Clifford Leach

474958 / 2.

Form 25.

No. of Company _____



The Dales Tablet Makers

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp
Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for
every £100 or fraction of £100—Section 41, Finance Act, 1938.)

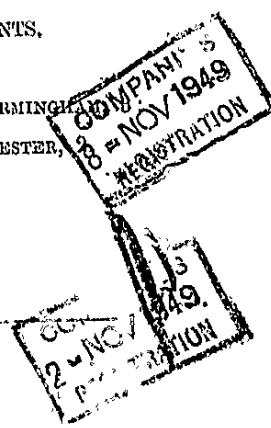
This Statement is to be filed with the Memorandum of Association or other
document, when the Company is registered.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85, LONDON WALL, LONDON, E.C.2;
19, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM;
109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER.

Turner & Wall, Solicitors,

Arcade Chambers, Keighley.

[C.A. 30]
2/49.



The NOMINAL CAPITAL of

The Dales Tablet Makers Limited

is £3000 divided into 500 ordinary shares of £1 each
and 2500 preference shares of £1. each

Signature

W. E. Tolson

Director

State whether Director or Secretary.

Date 31 day of October 19 17



474958/2.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

11 NOV 1949

MEMORANDUM OF ASSOCIATION

- of -

THE DALES TABLET MAKERS LIMITED.

1. The name of the Company is "THE DALES TABLET MAKERS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(A) To carry on the business of Manufacturing, Pharmaceutical, Analytical, Photographic, Advising, and Dispensing Chemists and Druggists and Opticians, Sundriesmen, Photographers, Manufacturers, Importers, Exporters, Merchants and Vendors of and Dealers in Chemical Preparations, Drugs, Tablets, Ointments, Medicated Sweets, Gums, Pastilles and all other confectionery, Patent Medicines, Prepared Foods, Medicaments, and Medicinal, Proprietary and Industrial Preparations, Compounds and Articles of every description, Medicated Wines, Perfumes, Soaps, Cosmetics, and Toilet and Sanitary Requisites and Materials of all kinds and Surgical Dressings, First Aid Outfits, Photographic, Chemical, Optical, Surgical and Scientific Instruments, Apparatus, Accessories, Goods and Materials of all kinds, Dealers in Fancy Goods, Articles and Novelties, and General Merchants, Agents, Factors and Traders; to carry out researches, investigations and experimental work of every description in relation to any materials, substances, processes, or subjects connected with or calculated to benefit any of the businesses of the Company; and to buy, sell manufacture, import, export, and deal in bottles, containers labels, wrapping and packing materials, and all substances, apparatus, articles or things capable of being used in any of the businesses aforesaid or which can conveniently be dealt with or are necessary in connection with such businesses or are likely to be required by any of the customers or of persons having dealings with the Company

(B) To employ properly qualified persons to act on the Company's behalf as Manufacturing Pharmaceutical, Analytical, Photographic, Advising and Dispensing Chemists and Druggists, and as Opticians or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company.

(C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.



2

(D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(E) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(F) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(G) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user 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, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(H) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(I) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(J) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(K) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(L) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or

authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.

(M) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(N) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and scheme calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities 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 objects.

(O) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(P) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.

(Q) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(R) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(S) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors trustees or otherwise.

4

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

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £3,000 divided into 500 ordinary shares of £1 each and 2500 preference shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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. (in words)
<i>Chas. E. Tolkin</i> <i>15 Castle Rd.</i> <i>Keighley.</i> <i>Manufacturing Chemist</i>	<i>One</i>
<i>H. A. Tolkin</i> <i>15 Castle Rd</i> <i>Keighley.</i> <i>Married woman</i>	<i>one</i>

DATED the 31st day of October 1949

WITNESS to the above Signatures :-

J. L. Head. J. B. Leach
Scholar
Keighley



474958 / 4.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

14 NOV 1949

ARTICLES OF ASSOCIATION

- of -

THE DALES TABLET MAKERS LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule of the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 24, 39, 53, 62, 75, 84(2), 88, 96 and 97 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Part II of Table A shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a private company within the meaning of Section 28 of the Act and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

CAPITAL AND SHARES.

4. The original share capital of the Company is £3,000 divided into 2500 preference shares of £1 each and 500 ordinary shares of £1 each. Such preference shares shall confer the right to a fixed cumulative dividend at the rate of £4 per cent per annum on the capital for the time being paid up thereon and the right in a winding-up to the return of capital paid up thereon together with all arrears of preference dividend accrued thereon (whether earned or declared or not) to the date of repayment of such capital, but the holders of such preference shares shall not have the right to participate further in profits or assets.
5. The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deemed to be omitted.

LIEN.

7. The liens conferred by Regulation II of Part I of Table A shall attach to fully paid shares and to all shares registered in

2

the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES.

8. A member may at any time transfer any of his shares to another member of the Company, but save as herein otherwise provided no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.
9. In order to ascertain whether any member is willing to purchase a share, the person proposing to transfer the same, whether or not a member of the Company (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Every transfer notice shall specify the sum which the proposing transferor fixes as the fair value and shall constitute the Company the agent of the proposing transferor for the sale of any of the shares comprised therein to any member at the price so fixed or at the option of a member desiring to purchase the same at the fair value as certified by the auditor for the time being of the Company. The cost of obtaining such auditor's certificate shall be borne by the proposing transferor. A transfer notice shall not be withdrawn except with the sanction of the Directors.
10. Upon receipt of a transfer notice, the Directors shall offer the share comprised thereon to the remaining members (or if the proposing transferor is not a member, to all the members) in proportion as nearly as may be to their respective holdings of shares in the Company and shall limit a time within which such offer if not accepted will be deemed to be refused. The Directors shall, if necessary, make such further arrangements for finding a member or members willing to purchase any shares comprised in the transfer notice and not accepted as aforesaid as they shall consider fair and reasonable.
11. If the Company shall within 28 days after being served with a transfer notice find a member willing to purchase any share comprised therein (hereinafter called "a purchasing member") and shall give notice thereof to the proposing transferor, the proposing transferor shall be bound upon payment of the fair value as aforesaid to transfer the share to the purchasing member who shall be bound to complete the purchase within 7 days after the service of such notice by the Company.
12. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any of the shares the Company may receive the purchase-money and shall thereupon cause the name of the purchasing member to be entered in the register of members as the holder of the shares and shall hold the purchase-money in trust for the proposing transferor. No purchase-money so held shall carry interest against the Company. The receipt of the Company for the purchase-money shall be a good discharge to the purchasing member, and after his name has been entered in the register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

13. If the Company shall not within the space of 28 days after being served with a transfer notice find a member willing to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within a further period of three calendar months be at liberty subject to Article 16 to sell and transfer the shares comprised in the transfer notice (or such of them as shall not have been sold to a purchasing member) to any person and at any price.

14. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any notice served on the Company, pursuant to Clause (9) of this Article, shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same.

15. Any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower grandson or granddaughter of such deceased Member, and Clause (8) of this Article shall not apply to any transfer authorized by this clause and clause 29 of Table A shall be varied accordingly.

16. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share to a person not already a member of the Company whether or not it is a fully paid share and shall so decline if the registration of the transfer would result in a breach of Regulation 2(b) of Part II of Table A.

NOTICE OF GENERAL MEETING.

17. Every notice of a General Meeting of the Company shall contain a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.

PROCEEDINGS AT GENERAL MEETINGS.

18. In Regulation 4 of Part II of Table A the words "save as herein otherwise provided" shall be deemed to be omitted.

VOTES OF MEMBERS.

19. Subject to any special rights as to voting upon which any shares for the time being are held, on a show of hands every member entitled to vote who (being an individual) is present in person or (being a corporation) is present by proxy or by a duly authorised representative shall have one vote and on a poll every member shall have one vote for every share held by him. Provided always that the holders of preference shares shall have no right to receive notice of or attend or vote at any general meeting of the Company in respect of their holdings of preference shares unless

a resolution is to be proposed for altering the Memorandum or Articles of Association of the Company or directly affecting the special rights or privileges of the holders of the preference shares.

DIRECTORS.

20. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two nor more than five and Clifford Eustace Tolkien and Hilda Annie Tolkien both of 15 Castle Road Keighley in the County of York shall be the first Directors and shall not be subject to retirement by rotation nor taken into account in determining the rotation of retirement of Directors and Regulations 89 and 90 of Part I of Table A shall be modified accordingly.
21. The Company may by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, or by extraordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may by ordinary resolution appoint another person in place of a Director so removed from office and without prejudice to the powers of the Directors under Regulation 95 of Part I of Table A the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy 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.
22. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.
23. The office of Director shall be vacated :-
- (a) If he ceases to be a Director by virtue of Section 182 of the Act.
 - (b) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (c) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.
 - (d) If he becomes of unsound mind.
 - (e) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that he vacate office.
 - (f) If by notice in writing to the Company he resigns the office of Director.
24. A person may be appointed elected or re-elected a Director although at the date of such appointment election or re-election he may have attained the age of seventy; and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

BORROWING POWERS.

25. In Regulation 79 of Part I of Table A the words "Provided that" and all subsequent words in such regulation shall be deemed to be omitted.

NOTICES.

26. In Regulation 131 of Part I of Table A the words from and including the words "and in any other case" down to the end of the said Regulation shall be deemed to be omitted.

Names, Addresses and Descriptions of Subscribers.

Clifford E. Jackson
15 Castle Rd.
Keighley
manufacturing chemist

Hilda Jackson
15 Castle Rd
Keighley
married woman

DATED the 31st day of October 1949.

WITNESS to the above Signatures :

John E. and
Solicitor
Keighley

DUPLICATE FOR THE FILE.

No. 474958



Certificate of Incorporation

I Hereby Certify, That

THE DALES TABLET MAKERS LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this Fourteenth day of
November One Thousand Nine Hundred and Forty nine.

[Signature]
Registrar of Companies.

Certificate
received by

[Signature]
[Signature]

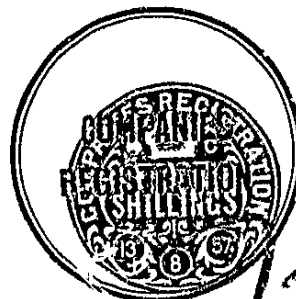
Date

15.11.49

Number of } 47498 / 12
Company }

Form No. 103

THE COMPANIES ACT 1948



A 5s.
Companies
Registration Fee
Stamp must
be impressed
here.

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the
Name of
the Company

THE DALES TABLET MAKERS

LIMITED

Section 110 of the Companies Act, 1948, provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by ARTHUR TAYLOR & CO.,

5, Arundel Street, Strand. W. C. 2.

The Solicitors' Law Stationery Society, Limited,
15, Abchurch Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15, Abchurch Lane, W.C.2; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
10 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

THE DALES TABLET MAKERS LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Power Road, Chiswick, London W. 4.

Signature Sylvia M D Talbot

(State whether
Director or Secretary) Director

Dated the 1st day of August 195 7.

NOTE.—This Margin is reserved for binding and must not be written across.

Number of Company 474958./18

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Special Resolution

(Pursuant to the Companies Act, 1948 Section 61)

OF

THE DALES TABLET MAKERS LIMITED.

PASSED 1st August, 1957.

AT A GENERAL MEETING of the Members of the above named Company held at Barrows Lane, Steeton, Keighley, Yorks, on the 1st day of August, 1957, all the Members having a right to attend and vote at the Meeting being present and having agreed to dispense with the Statutory Notice of the Meeting the following SPECIAL RESOLUTION was passed :-

Article 4 shall be and is hereby deleted and there shall be inserted in lieu thereof the following New Article :

"The capital of the Company is £3,000 divided into 3,000 Ordinary Shares of £1. each".


Robert S. Jackson
Chairman.

142

Arthur Taylor & Co.
15 Arundel Street
Gloucester

W.C. 2.

of Company 474958

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

(Pursuant to Sections 141(2) and 143(1))

OF

THE DALES TABLET MAKERS LIMITED

PASSED 30TH DECEMBER 1958

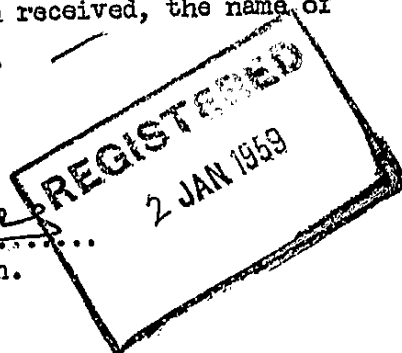


At an Extraordinary General Meeting of the above named Company, duly held at 21A St. Leonards Road, Mortlake, London, S.W.14. on the 30th December 1958, the subjoined Special Resolution was duly passed, viz:

RESOLUTION

The sanction of the Board of Trade having been received, the name of the Company be changed to DALES PHARMACEUTICALS LIMITED.

Thwaites Line
.....
Chairman.



W. H. Mackay
.....
Secretary.



4195

DUPLICATE FOR THE FILE

No. 474958

23



Certificate of Incorporation on Change of Name

Whereas

THE DALES TABLET MAKERS LIMITED

was incorporated as a limited company under the

Companies Act, 1948,

on the fourteenth day of November, 1949

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited Company incorporated under the name of

DALES PHARMACEUTICALS LIMITED

Given under my hand at London, this seventh day of January One thousand nine hundred and fifty nine.

L. R. (ang fnd)
Registrar of Companies.

Certificate received by *Pated* 7 JAN 1959

Date

4675

831
CRA
Company Number 474958

B



Reference: C.R. 98/3735/58

BOARD OF TRADE,

COMPANIES ACT, 1948

THE DALES TABLET MAKERS Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to DALES PHARMACEUTICALS LIMITED.

this seventh

day of

Signed on behalf of the Board of Trade
January 1959



[Signature]
Authorised in that behalf by the
President of the Board of Trade.

Number of Company 474958.

24

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to the Companies Act, 1948 Section 61)

OF

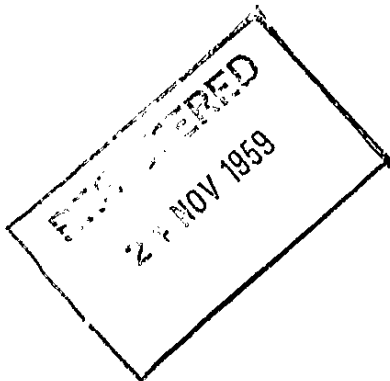
DALES PHARMACEUTICALS LIMITED.

PASSED 11th November, 1959.

AT a GENERAL MEETING of the Members of the above named Company held at Power Road, Chiswick, London, W.4. on the 11th day of November 1959 the following SPECIAL RESOLUTION was passed :-

THAT the Articles of Association of the Company contained in the Articles of Association filed upon incorporation of the Company shall no longer apply and in lieu thereof, the Articles of Association already prepared, a copy whereof has been initialled by Mr. J. R. MONNET for the purpose of identification, be adopted by the Company and that all necessary steps be taken forthwith to register the same with the Registrar of Companies.

[Signature]
Chairman.



107



Arthur Taylor & Co.
5 Abchurch Lane.
London E.C. 4.

W. H. HERBERT CERTIFICATE
Resolution was produced by the
Lithographic Printing Process.

Date: 1871 11 19

FOR LEWIS, COATES & LUCAS LIMITED

COMPANY LIMITED BY SHARES.

2011/12/59

Articles of Association

OF

DALES PHARMACEUTICALS LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108 and 110 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £3,000 divided into 3,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms



that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

10. The number of Directors shall not be less than three or more than seven.

POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. It shall be necessary to give notice of a meeting of Directors to every Director to such address as he may have specified in writing to the Secretary of the Company and in default of such address to his last known permanent address notwithstanding that any such address may be outside the United Kingdom and accordingly the last sentence of Regulation 98 of Part I of Table A shall not apply.

13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

15. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

16. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

19. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

20. Regulations 131, 133 and 134 of Part I of Table A shall be amended by the omission of the words "within the United Kingdom" wherever they occur.

~~MEMBER~~ ARTS OF ASSN.

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PRESS

29 OCT 1959

SHAW & BLAKE LTD.

Shaw & Blake

No of Company 474958

52.

THE COMPANIES ACTS 1948 TO 1967

ORDINARY RESOLUTION

of

DALES PHARMACEUTICALS LIMITED

Passed 12th June 1973

At an EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at Barrows Lane, Steeton, Keighley, Yorkshire,
on the twelfth day of June 1973, the following ORDINARY RESOLUTION
was duly passed :

"That the share capital of the Company be increased from £ 3000 to
£ 20000 by the creation of an additional seventeen thousand shares
of £ 1 each to rank pari passu in all respects with the existing
ordinary shares of the Company."

36

12 JUN 1973

P.P. DALES PHARMACEUTICALS LIMITED
COMPANIES REGISTRATION
15 JUN 1973
DIRECTOR SECRETARY

CR 45-75
Form 10.

of Company 474958 / 53

THE COMPANIES ACTS 1948 TO 1967

5.75

Notice of Increase in Nominal Capital.
pursuant to Section 63 of the Companies Act, 1948.

NAME
of
Company

DALES PHARMACEUTICALS Limited. *

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

Handwritten signature

A statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

to "Limited" if not applicable.

Presented by _____

Director's Reference _____

53



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED.
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
Waterlow House, Worship Street, London, E.C.2

REGISTRATION

TO THE REGISTRAR OF COMPANIES.

DALES PHARMACEUTICALS

_____ Limited, hereby gives you notice pursuant to

section 63 of The Companies Act, 1948, that by (a) Ordinary

Resolution of the Company dated the twelfth day of .

June, 1973, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £17,000

beyond the Registered Capital of £3,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

17,000

Ordinary

41

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

To rank pari passu in all respects with the existing ordinary shares of the Company

Signature

(State whether Defector or x-Secretive.)

Dated the Twelfth day of June 19 73

(a) "Ordinary," "Extraordinary," or "Special."

(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 474958

DALES PHARMACEUTICALS

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

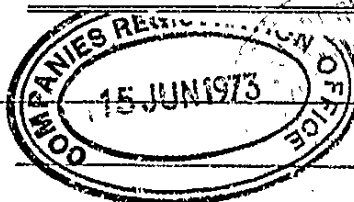
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

Presented by



[C.A. 39]



The NOMINAL CAPITAL of _____

DALES PHARMACEUTICALS Limited

has by a Resolution of the Company dated 12th June 1973

been increased by the addition thereto of the sum of £ 17,000, divided into

17,000 shares of £ 1 each beyond the Registered Capital of

£3,000

Signature _____

Director

State whether Director or Secretary _____

Secretary

Date twelfth day of June 1973

NOTE—This margin is reserved for Binding, and must not be written across.

Company No. 474958

The Companies Acts 1948 to 1976

Company Limited by Shares

SPECIAL RESOLUTION

of

DALES PHARMACEUTICALS LIMITED

(Signed pursuant to Clause 5 of Part II of Table A
in the First Schedule to the Companies Act 1948)

RESOLUTION

That the regulations contained in the document submitted
herewith and signed by the Chairman for the purposes of
identification be and they are hereby adopted as the
Articles of Association of the Company in substitution or
and to the exclusion of the existing Articles of Association.

Dated this 11th day of March 1980

A.L. Slow

.....
for and on behalf of

MACARTHYS PHARMACEUTICALS LIMITED

A.L. Slow

A.L. SLOW

being all the Members for the time being entitled to receive
notice of and to attend and vote at General Meetings of the
Company.



COMPANY LIMITED BY SHARES

Articles of Association

OF

DALES PHARMACEUTICALS LIMITED

(Adopted by Special Resolution
passed 11th March 1980)

1. The Company is a Private Company, and subject as hereinafter provided, the Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948, (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 11 to 21 inclusive, 24, 29 to 43 inclusive 52 to 73 inclusive, 75, 79, 82 to 84 inclusive, 86, 88 to 97 inclusive, 102, 107 to 109 inclusive and 114 to 136 inclusive of Part I of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Regulations 2 to 4 inclusive of Part II of Table A shall, subject to the modifications hereinafter expressed, constitute the Regulations of the Company.
3. A Resolution in writing signed by all the Members of the Company who would be entitled to attend and vote at a general meeting at which such a resolution would be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director or other authorised officer thereof or its duly appointed attorney.
4. The shares shall be under the control of the Company in general meeting, which may allot and dispose or grant options over the same to such persons, on such terms and in such manner as it thinks fit.
5. The number of Directors shall be not less than two.
6. The Company in General Meeting may from time to time appoint one or more of its Directors to the office of Managing Director for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
7. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Company may determine.
8. The Company in General Meeting may entrust to and confer upon a Managing Director any of the powers exercisable by its Directors upon such terms and conditions and with such restrictions as it may think fit, and

either collaterally with or to the exclusion of its own powers and may from time to time, revoke, withdraw, alter or vary all or any of such powers.

9. A Managing Director shall be subject to the same provisions as to removal as the other Directors of the Company and if he cease to hold the office of Director, he shall, ipso facto and immediately cease, to be a Managing Director without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

10. A Director who is in any way whether directly or indirectly interested in a Contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested, and if he do so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the Directors for consideration.

11. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.

12. The Directors may delegate any of their powers to committees whether consisting of a member or members of their body or not, as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

13. 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 Act 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 Act.

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

NIU9

474958

Name of company

* DALES PHARMACEUTICALS LIMITED

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 9

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 0 0 9 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date 30th April 1986

Presenter's name address and reference (if any):

A. BLAND
Macarthy's Pharmaceuticals plc
185-7 High Road
Chadwell Heath
Romford Essex RM6 6NR

For official Use
General Section

Post room



Bird Luckin & Sheldrake

Chartered Accountants

Ridgway House 41/42 King William Street London EC4R 9ET
Telephone: 01-623 6991

Our Ref.

3/DH

Your Ref.

1 August 1986.

The Secretary,
Macarthy's Pharmaceuticals PLC,
Frankland Moore House,
185/7 High Road,
Chadwell Heath,
Romford,
ESSEX RM6 6NR.

Dear Sir,

MACARTHYS PHARMACEUTICALS PLC
MACARTHYS LABORATORIES LIMITED
MARTINDALE PHARMACEUTICALS LIMITED
FARILLON LIMITED
MACARTHYS LIMITED
ARNOLD SURGICAL LIMITED
MACARTHYS SURGICAL LIMITED
ARNOLDS VETERINARY PRODUCTS LIMITED
DALES PHARMACEUTICALS LIMITED
WILLINGTON MEDICALS LIMITED
SAMOORE PROPERTIES LIMITED
UNITED CHEMISTS (UCAL) LIMITED
MACARTHYS GROUP PENSIONS LIMITED

We formally resign as auditors of all the above companies with effect from 8 August 1986.

In accordance with Section 390 (2) of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Offices in: Braintree Brentwood Chelmsford Dunmow Witham
Partners: John L Bird Bernard Collins Allan Cox Ian C Eley Maurice G Hart Philip E Hawkes David P Huggins Donald S Jackson
Andrew L Meakin Ian J Plunkett Alan C Radford Consultants: John W Allington MC John C Sheldrake

No 474958

106 11
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DALES PHARMACEUTICALS LIMITED

Passed 18 December 1986

AT an Extraordinary General Meeting of the Company duly convened and held at 52/54 Wigmore Street, London W1H 0AU on 18 December 1986 the following resolution was passed as a Special Resolution:

RESOLUTION

THAT the regulations contained in the draft of new Articles of Association in the form submitted to the meeting and signed for the purpose of identification by the Chairman of the meeting be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

C J N Ward
Chairman



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DALES PHARMACEUTICALS LIMITED

(as adopted by Special Resolution passed on 18 December 1986)

1 Preliminary

The regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No. 805 as amended) shall apply to the Company, save in so far as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A.

2 Share Capital

Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, options or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

3 Proceedings at General Meetings

3.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. The first sentence of Regulation 40 shall be modified accordingly.

3.2 A resolution in writing shall not be effective to do anything required by law to be done in general meeting. In the case of a member which is a corporation, the resolution may be signed on behalf of that corporation by any two of its Directors or by one of its Directors and its Secretary. Regulation 53 shall be modified accordingly.

4 Alternate Directors

4.1 The same person may be appointed as the alternate director of more than one Director.

4.2 Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at all meetings of Directors and



of all meetings of committees of Directors of which his appointor is a member at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director. Regulation 66 shall be modified accordingly.

- 4.3 A person appointed as an alternate director who is not a Director is not and shall not be deemed to be a Director by reason of such appointment and except as provided in these Articles shall not have power to act as a Director. An alternate director shall owe the Company the same fiduciary duties and duty of care and skill in the performance of his office as are owed by a Director. Subject as provided in Article 9.5, the provisions of these Articles relating to whether or not a Director may vote or be counted in the quorum on resolutions concerning matters in which such Director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply mutatis mutandis to every such alternate director. The provisions of Regulations 85 and 86 (as modified by these Articles) shall apply to alternate directors except that paragraph (b) of Regulation 85 shall extend to the Company in addition to the bodies corporate referred to therein. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

5 Delegation of Directors' Powers

- 5.1 The Directors may delegate any of their powers or discretions to any committee of two or more persons, who may include persons who are not Directors whether with or without voting rights or with qualified voting rights provided that (i) more than half of the persons for the time being appointed as members of the committee shall be Directors and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee who are present at the meeting when the resolution is passed or (if such resolution is in writing) sign or approve such resolution are Directors or their alternate directors acting as such. The Directors may from time to time impose regulations to govern the proceedings of any such committee. References in Table A or these Articles to committees of Directors shall be construed as including references to any such committee whether or not consisting only of Directors. Regulation 72 shall be modified accordingly.
- 5.2 Subject to any conditions imposed by the Directors in relation to the delegation of powers or discretions to a committee of Directors, the proceedings of a committee with two or more members shall be governed by any regulations imposed by the Directors pursuant to Article 5.1 and, except where they conflict with such regulations, by the provisions of these Articles regulating the Proceedings of Directors (including without limitation Regulations 92 and 94 (as modified by these Articles)) so far as they are capable of applying but so that references in such provisions to Directors shall be construed as references to any member of such committee (whether or not a Director). The last sentence of Regulation 72 shall not apply.

- 5.3 Any member of a committee of Directors who is not a Director may be paid such remuneration or fees as the Directors may determine and may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of the committee or otherwise in connection with the discharge of his duties as such member as the Directors (or any Director authorised in that behalf by the Directors) may approve.

6 Appointment and Retirement of Directors

- 6.1 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to Directors retiring by rotation shall be disregarded.
- 6.2 No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Section 293 of the Act shall not apply.

7 Disqualification and Removal of Directors

The office of a Director shall be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer. Regulation 81 shall be modified accordingly.

8 Directors' Appointments and Interests

- 8.1 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest, a Director may notwithstanding his office hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company and be remunerated therefor and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly.
- 8.2 For the purposes of Regulation 85 (as modified by these Articles) a Director shall be deemed to be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of Section 317 of the Act. In the case of any transaction or arrangement with the Company in which the Director is interested before it is made or entered into, a general notice given by a Director and which otherwise complies with paragraph (a) of Regulation 86 shall not be a disclosure as provided therein unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the Director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.
- 8.3 References in this Article and in Regulations 85 and 86 (as modified by these Articles) to transactions or arrangements shall include contracts, guarantees and indemnities (whether or not constituting a transaction or arrangement). Regulations 85 and 86 shall be modified accordingly.

9 Proceedings of Directors

- 9.1 If the same person is the alternate director for more than one Director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of each such appointor on a cumulative basis in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.
- 9.2 A Director who is also an alternate director, if his appointor is not present, shall be counted only once in identifying the number of Directors for the purposes of the quorum for the transaction of the business of the Directors. Regulation 89 shall be modified accordingly.
- 9.3 Regulation 92 shall apply to resolutions in writing of Directors and extend to include alternate directors, and shall be modified accordingly.
- 9.4 Any Director or alternate director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly.
- 9.5 Subject to the provisions of the Act, a Director may vote at a meeting of Directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 (including a resolution for the approval of an alternate director appointed by him) provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by these Articles) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- 9.6 If an alternate director has an interest in a matter for the purposes of Regulation 94 only because he is treated as having an interest of his appointor or one of his appointors and such alternate director is himself a Director and/or is also an alternate director for any other Director or Directors not personally present at the meeting, Regulation 94 (as modified by Article 9.4) shall apply separately to each of the votes to which he is entitled on a cumulative basis and (notwithstanding that he is so treated as having an interest and provided he is not otherwise precluded from voting) he may vote and shall be counted in the quorum in respect of his office as Director and as alternate director for such other Director or Directors. Regulations 94 (as modified as aforesaid) and 95 shall be modified accordingly.

10 Accounts

A member, subject to such conditions and regulations as the Directors may determine having regard to any obligation binding upon the Company to keep confidential information supplied to it by other persons, may inspect personally or by his agent at any time and from time to time any account or book or document of the Company (and take and retain copies thereof). Regulation 109 shall not apply.

11 Overriding Provisions

11.1 For so long as the holder of not less than ninety per cent (90%) of the issued share capital of the Company is Macarthy PLC or any company which is itself a subsidiary of Macarthy PLC (hereinafter called "the Parent Company"), the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:

- (a) the Parent Company may at any time and from time to time appoint any person to be a Director or the Secretary or remove from office any Director or the Secretary (whether or not appointed by the Parent Company) but so that in the case of an executive Director or an executive Secretary his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (b) the Parent Company may at any time and from time to time appoint any person to be an alternate director for any Director (in which case the Director shall during the currency of such appointment have no right to appoint an alternate director himself and shall have no right to remove such alternate director or to direct him how to vote or act) or remove from office any alternate director (whether or not appointed by the Parent Company) but so that in the case of appointment the alternate director shall be deemed for the purposes of these Articles to have been appointed by such Director and no approval of the Directors shall be required;
- (c) the Parent Company may at any time and from time to time appoint any person (whether or not a Director and notwithstanding that members are otherwise required to be Directors) to be a member of any committee of Directors or remove from office any member of any such committee (whether or not appointed by the Parent Company);
- (d) no security or security interest shall be created or allowed to subsist without the consent of the Parent Company; and
- (e) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

11.2 Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and either its Secretary or some other person duly authorised for the purpose.

11.3 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained. Moreover, no obligation incurred or security or security interest created or transaction effected by the Company to, in favour of or with any third party in

excess of the powers of the Directors as so restricted (but within the powers of the Directors apart from any restriction imposed under this Article) or without any requisite consent of the Parent Company shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the creation of such security or security interest or the effecting of such transaction was in excess of the powers of the Directors as so restricted and lacked any such requisite consent.

474958

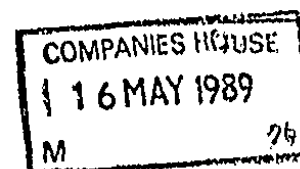
DALES PHARMACEUTICALS LIMITED

SPECIAL RESOLUTION

At the adjourned Annual General Meeting of the Company duly convened and held at Chesham House, Chesham Close, Romford, Essex on 12th August 1988 the following resolution was duly passed as a SPECIAL RESOLUTION :

That the Company having satisfied the provisions of Section 252 Companies Act 1985, relating to dormant companies, the Company be exempt from the obligations to appoint auditors as otherwise required by Section 384 of that Act.

.....
Director



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

474958

Name of company

* DALES PHARMACEUTICALS LIMITED

* insert full name
of company§ the copy must be
printed or in some
other form approved
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27 SEPTEMBER 1991 the nominal capital of the company has been
increased by £ 480,000 beyond the registered capital of £ 20,000.

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

THE NEW ORDINARY SHARES WILL RANK PARI PASSU
WITH THE EXISTING ORDINARY SHARES.

Please tick here if
continued overleaf† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation: SECRETARY

Date 23/1/92

Presentor's name address and
reference (if any):For official Use
General Section

Post room

Company Registration No: 474958

DALES PHARMACEUTICALS LIMITED

At an Extraordinary General Meeting of the Company held on the 27th September 1991, the following Resolutions were passed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £500,000 by the creation of 480,000 additional Ordinary shares of £1.00 each.
2. THAT the Directors be unconditionally authorised, pursuant to Section 80, Companies Act 1985, to allot relevant securities (in accordance with Article 2 of the Articles of Association of the Company) at any time or times during the period of 5 years from the date hereof and to a maximum of the authorised but unissued share capital of the Company for the time being.

Director

0 1 2 3 4 5 6 7 8 9

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COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering.

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

474958

Name of company

• DALES PHARMACEUTICALS LIMITED

*Insert full name of company.

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 6

3. The current accounting reference period of the company is to be treated as [shortened] ~~[extended]~~† and ~~[is to be treated as having come to an end]~~ (will come to an end)† on

Day Month Year

3 0 0 6 1 9 9 2

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of _____

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed

Designation† SECRETARY

Date 25/6/92

Presentor's name, address, telephone number and reference (if any):

JM EVRALL
LLOYDS CHEMISTS PLC
CENTURION PARK
TAMWORTH

(0827) 260011

For official use
D.E.B.

Post room

†Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate.

Company No: 474958

Companies Acts 1985
(as amended)

Special Resolution

of

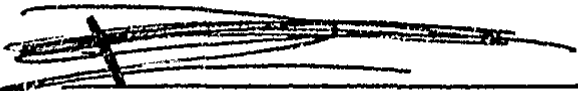
Dales Pharmaceuticals limited.

At an Extraordinary General Meeting of the company held on the 19th January 1994, the following Resolution was passed as a Special Resolution:-

"THAT the Memorandum of Association of the company be amended as follows:

Following clause **3F** the following clause is to be inserted and identified as clause **3FF**.

Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the company or in any company which is for the time being the company's holding company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the company's holding company or any company which is contemplated to become the company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the company or of the company's holding company, or otherwise associated with the company in business or of any company, firm or person which the directors of the company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others."


Director
19th January 1994

