

Company Number: 686623

THE COMPANIES ACTS 1948

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CENTRALGLEN LIMITED



1. The name of the Company' is 'Centralglen Limited'¹.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To establish, equip and carry on establishments for nursing homes, convalescent homes, the practice of naturopathy, hydropathy, spas, health resorts, laboratories and other institutions for the prevention, treatment, alleviation and curing of diseases, ailments and afflictions and the restoration of impaired health generally.
 - (B) To afford facilities and make arrangements for carrying out and effectuating in part or in its entirety any form of fasting, dietetic, naturopathic, hydropathic, hygienic or other treatment of physical or mental disorders generally, and to engage, appoint, remunerate and make other arrangements respecting consulting or practical specialists, experts and qualified, certified and other nurses, osteopaths, operators and the like.
 - (C) To carry on business as manufacturing, retail millers, cereal and general corn, grain and seed merchants and dealers, wholemeal and general bakers, biscuit manufacturers, farmers, poultry farmers, gardeners, general printers and publishers, proprietors and publishers of newspapers, periodicals, magazines, journals, books and other literary works and undertakings, and to acquire and otherwise deal in manuscripts, copyrights, royalty, rights of publication and reproduction and other rights in respect of any literary matter, and to collect, print and publish news and information, employ correspondents, writers and others, and pay for news and information however obtained.
 - (D) To promote, organise, establish, subscribe to and manage all kinds of athletic, physical culture, beauty development and other exhibitions; also lectures, cinema shows, entertainments and the like, and adopt such other means of demonstrating and advertising the objects, work and business of the Company as may seem expedient.
 - (E) To educate, train and examine students, nurses, operators, instructors and assistants for or in relation to any nature cure, physical-culture, remedial, alleviative, restorative or other branch of the healing art in which the Company is actively engaged or otherwise interested, and so far as may be lawful to grant and issue certificates or other evidence of proficiency, experience and otherwise.

¹ The name of the Company was changed from Forest Mere Limited to Centralglen Limited by a special resolution passed on 27th April 1995.

Company Number: 686623

- (F) To manufacture, buy, sell, hire and deal generally in apparatus, costumes, equipment, goods and sundries of all kinds for use in any of the Company's establishments, institutions or elsewhere.
- (G) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (J) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (K) To mortgage and charge the undertaking and all or any of the real and personal property and assets, 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, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (L) 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 or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (M) To receive money on deposit or loan upon such terms as the Company may approve, and to provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person².
- (N) 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.
- (O) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise, as may be thought expedient.

² The words "to provide any guarantee or indemnity in respect of the performance or discharge of any obligation or liability by, or otherwise for the benefit of, any person" were incorporated by a written resolution dated 17th August 1998.

- (P) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (Q) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (R) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (S) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (T) 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 or special rights or restrictions in respect of dividend, repayment of capital, voting 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.
- (U) 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 or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (V) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (W) 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 this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (X) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
 - (Y) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (Z) 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 or a controlling interest in 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.
 - (AA) 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.
 - (BB) To effect and maintain assurances on the life or lives of any Director or any other officer of the Company or any person in whose lives the Company may have an insurable interest by reason of the tenure of any property or otherwise.
 - (CC) To pay out of the moneys of the company the premiums and other moneys required to keep up policies of assurance purchased or otherwise acquired by the Company.
 - (DD) 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, trustees, sub-contractors or otherwise.
 - (EE) To do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the Company is £125,000, divided into 77,450 5 per cent. Non-cumulative Preference Shares of £1 each and 4,755,000 Ordinary Shares of 1p each³. The Company shall have power to increase or reduce the said capital and to issue any shares of the original or any new capital with any preference or priority with regard to dividend, distribution of assets or otherwise, over or ranking equally with any other shares, whether at the time issued or created or not, and whether Preference, Ordinary or other Shares, or as Deferred Shares, and with or without a right to the whole or any part of the surplus assets after repayment of paid-up capital, and with a special or without any right of voting, and if Preference, whether redeemable or not, and to alter the Articles of Association in accordance with the provisions therein contained for the purpose of giving effect to any preference, priority or right or special conditions as to right of voting, or for effecting any alteration or abandonment of any rights or privileges at any time attached to any class of shares, as well as in any other way authorised by statute, and upon the sub-division of a share the right to

³ Pursuant to a special resolution passed on 22nd December 1977, the capital of the Company was converted from 15,550 ordinary shares of £1 each and 32,000 6 per cent. redeemable preference shares of £1 each into 77,450 5 per cent. non-cumulative preference shares of £1 each and 4,755,000 ordinary shares of 1p each.

Company Number: 686623

participate in profits may be apportioned in any manner as between the several shares resulting from such sub-division.

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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
K.M. WOOD Old Thorns Farm, Liphook, Hants, Company Director.	One
LESLIE D. STENT Malthouse, Rogate, Petersfield, Hants, Company Director.	One

Dated this 19th day of February 1961.

Witness to the above signatures:

J. EATON,
Solicitor,
Bradford.