

LLOYDS PHARMACY LIMITED
(Company Number 758153)

(the Company)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

ORDINARY RESOLUTION

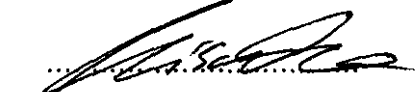
1. **THAT** the authorised share capital of the Company be increased to £100,250,000 by the creation of 100,000,000 ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company.

ORDINARY RESOLUTION

2. **THAT** subject to the passing of resolution numbered 1 above and in place of all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £100,007,550 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

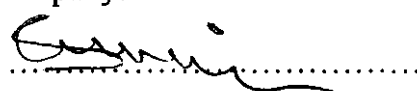
SPECIAL RESOLUTION

3. **THAT** the Regulations set out in the printed document marked "A" annexed to this resolution be and are hereby adopted as the new Memorandum and Articles of Association of the Company to the exclusion of all existing Memoranda and Articles of Association of the Company.



Director
For and on behalf of
AAH Subsidiaries Limited

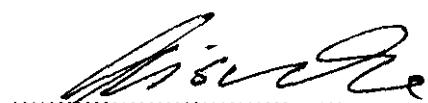
Date: 14.12.1999



Director



A copy of this resolution was sent to the Company's auditors, PriceWaterhouseCoopers, on 3.../12/99... pursuant to s381B Companies Act 1985.

A handwritten signature in black ink, appearing to be 'B. G.', written over a dotted line.

For and on behalf of
Lloyds Pharmacy Limited

No: 758153

THE COMPANIES ACT 1948

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

LLOYDS PHARMACY LIMITED

Incorporated 19th April, 1963
(Reprinted as in force on 14 December, 1999)

THE COMPANIES ACTS 1948

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LLOYDS PHARMACY LIMITED

1. The name of the Company is "LLOYDS PHARMACY 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 all or any of the businesses of dispensing, pharmaceutical, analytical, photographic and advising chemists, druggists and opticians, sundriesmen, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal proprietary and industrial preparations, compounds and articles of every description, perfume, soaps, cosmetics, and toilet and sanitary requisites and materials of all kinds and surgical dressings, first-aid outfits, elastic and rubber goods and chemical, optical, surgical, electrical, wireless, photographic and scientific instruments, apparatus, accessories, goods and materials of all kinds, and household and domestic goods, fittings, furnishings and requisites of every description, general grocers and provision merchants, foods processors, packers

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The company was incorporated on 19th April 1963 under the name "R J Dawe (Chemists) Limited On 8th May 1987 the name of the company was changed to "AAH Pharmacy Concessions Limited". On 9th August 1993 the name of the company was changed to "AAH Retail Pharmacy Limited". On 4th January 1999 the name of the company was changed to "Lloyds Pharmacy Limited"

and distributors, paint and colour grinders, dealers in paints, pigments and varnishes, seedsmen, photographers, hairdressers, keepers of branches or sub-post offices by licence of the Post Master General; confectioners, tobacconists, newsagents and booksellers, lending library proprietors, dealers in fancy goods, articles and novelties, caterers, dealers in wines and spirits, beers, minerals and soft drinks, proprietors of off-licences, ~~soda fountains~~ and refreshment bars and general merchants, agents, factors and traders; and to employ properly qualified persons to act on the Company's behalf as dispensing, manufacturing, pharmaceutical, analytical, photographic and advising 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; to carry out researches, investigations and experimental work of every description in relation to any materials, substances, or subjects connected with, or calculated to benefit any of the businesses of the Company.

- (B) To buy, sell, manufacture, import, export and deal in bottles, containers, labels, wrapping and packing materials of all substances, apparatus, articles and 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 of, or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated

directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (D) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or

seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

- (J) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government authority, company, firm, or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) 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.
- (R) 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.

- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.
- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) 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 expressly declared that each Sub-Clause of this Clause shall be construed independently 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 £100 divided into 100 Shares of £1 each.

*By Special Resolution dated 5th February 1982 the authorised share capital of the Company was increased to £250,000 divided into 250,000 shares of £1 each.

*By written resolution dated 14th December, 1999 the authorised share capital of the company was increased to £100,250,000 divided into 100,250,000 shares of £1 each.

The Companies Act 1948

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LLOYDS PHARMACY LIMITED

(Adopted by special resolution passed on 14 December 1999)

Preliminary

1. (a) The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act, 1948 shall not apply to the Company but instead Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

(b) Regulations 24, 33, 44, 54, 64, 73 to 80 (inclusive), 84, 89, 94-98 (inclusive) and 118 of Table A shall not apply to the Company.
2. Unless the context otherwise requires, references in these Articles to statutory provisions shall be construed as referring to those provisions as amended or re-enacted and from time to time in force.

Share Capital

3. The authorised share capital of the Company at the date of the adoption of these Articles is £100,250,000 divided into 100,250,000 ordinary shares of £1 each.
4. (a) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80 (7) of the Companies Act 1985, the authority hereby conferred shall expire five years after the date of the adoption of this Article unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.

(b) The Company may at any time and from time to time up to the expiry of the authority conferred by paragraph (a) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.

(c) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine and the provisions of Sections 89 (1) and 90 (1) to 90 (6) of the Companies Act 1985 shall be excluded.

(d) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80 of the Companies Act 1985 and references to the allotment of relevant securities shall be construed in the same manner as in that section.

Issue of Redeemable Shares

5. In regulation 3 of Table A the words "may be provided by the articles" shall be omitted and the words "the Directors may determine" shall be substituted therefor.

Transfer of Shares

6. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may without assigning any reason decline to give any such sanction.

Votes of Members

7. 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 or by proxy shall have one vote and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

8. In regulation 59 of table A the words "on a poll votes may be given either personally or by proxy" shall be omitted and the following sentence shall be added at the end of that regulation "A proxy need not be a member of the Company".

9. In regulation 62 of Table A after the words "so permitted shall" the words "unless the directors otherwise determine" shall be inserted.

Directors

10. (a) Unless and until otherwise determined by the Company by ordinary resolution, the directors shall be not less than one in number. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. Any director, including a sole director, may be an individual or a body corporate.

(b) The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an additional director.

(c) Without prejudice to the powers of the directors under paragraph (b) of this Article the Company may by ordinary resolution at any time and from time to time appoint any person to be a director either to fill a casual vacancy or as an additional director.

11. A member or members holding a majority in nominal amount of the issued ordinary shares for the time being in the Company shall have power at any time and from time to time to appoint any person as a director either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf, may consist of several documents in the like form each signed by or on behalf of a member as aforesaid and shall take effect upon communication to the registered office of the Company by physical delivery or by any public or private means of telecommunication which produces an independent written facsimile or other documentary record of what is communicated.

12. In regulation 67 of Table A all words after "his appointor ceases to be a director" shall be omitted.

13. A director and alternate director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Borrowing Powers

14. So long as the Company is a subsidiary of any holding company the directors shall not exercise any rights to borrow or raise money in any manner contrary to the restrictions as to borrowing imposed upon such holding company and its subsidiary companies by such holding company's Articles of Association or by any agreement made by such holding company Provided always that no lender or other person dealing with the Company shall be concerned to see or inquire whether the restrictions imposed by this Article are observed and that no debt incurred security given or transaction entered into in contravention of such restrictions shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security or other party to the transaction entered into that the restrictions or any of them hereby imposed had been thereby infringed.

Powers and Duties of Directors

15. A director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.

16. In regulation 72 of Table A the second sentence shall be omitted.

Directors Holding Executive Office

17. The directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles

(including but not limited to chairman, vice or deputy chairman, managing director, chief executive, and joint, deputy or assistant managing director or chief executive) as they think fit. A director holding any such office (whether appointed as aforesaid or otherwise) shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other directors of the Company and if he shall vacate the office of director or (subject as aforesaid) if the directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine.

18. A director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the directors may determine.

19. The directors may entrust to and confer upon any director appointed to any such office any of the powers exercisable by them as directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Disqualification of Directors

20. Any person may be appointed a director whatever may be his age and shall not be required to vacate his office by reason of his attaining or having attained the age of seventy years and sub-clause (a) of regulation 81 of Table A shall be deemed not to require a Director to retire by virtue of Section 293 of the Companies Act 1985.

Proceedings of Directors

21. If and so long as there is a sole director the quorum necessary for the transaction of the business of the directors shall be one. If and so long as there is more than one director the quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

Indemnity

22. To the extent not avoided by the provisions of the Companies Act 1985, every director or other officer and auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and, in particular but without prejudice to the generality of the foregoing, shall be indemnified out of the assets of the Company against 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 the Companies Act 1985 in which relief is granted to him by the Court.

We, the several persons whose names, addresses, and descriptions 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
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R.J. Dawe Westcoombe Brands Hill Avenue High Wycombe Bucks	95
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Chemist and Druggist

W.J. Dawe Westcoombe Brands Hill Avenue High Wycombe Bucks	5
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Company Director

Total Shares taken	100
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Dated this 9th day of April, 1963

Witness to the above signatures:-

C.V. Britnell
Solicitor
21 Easton Street
High Wycombe,
Bucks