

NO. OF COMPANY

857909/1



(C.F. 41)

THE COMPANIES ACT, 1948.

31 AUG 1955



A. J. -
Companies
Registration
Fee Stamp
must be
impressed
here.

**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.**

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF
COMPANY

EMERGENCY DOCTORS

LIMITED.

CAT. No. C.F. 41.

P130. 52(10/11/1)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

MESSRS J. BRYAN SMITH & CO

AIREDALE HOUSE.

ALBION STREET.

LEEDS.1.

of

AIREDALE HOUSE. ALBION STREET.

LEEDS.1.

WJ
DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],

of **EMERGENCY DOCTORS LIMITED**

WJW

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 **LEEDS**

the 12 day of August
One thousand nine hundred and sixty five
before me,

Roch N. P.
A Commissioner for Oaths (b)

Page M. 16

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and if so called by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

NO. OF COMPANY.....

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY..... EMERGENCY DOCTORS

..... LIMITED.

Statement of the Nominal Capital

made pursuant to Section 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, 1933.)

The Nominal Capital of the above-named Company is £ 100

Signature.....

Date..... 10th August 1965..... Description..... SECRETARY

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

CAT. NO. C.A.25.

W8380(r) □

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

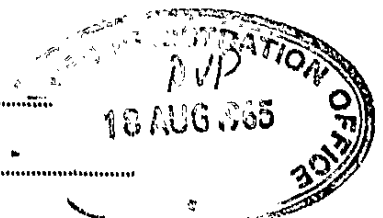
Presented for registration by

MESSRS J.BRYAN SMITH & CO.

SOLICITORS. AIREDALE HOUSE.

ALBION STREET.

LEEDS.



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COMPANIES
REGISTRATION

The Companies Act, 1948

857909

COMPANY LIMITED BY SHARES AUG 1965

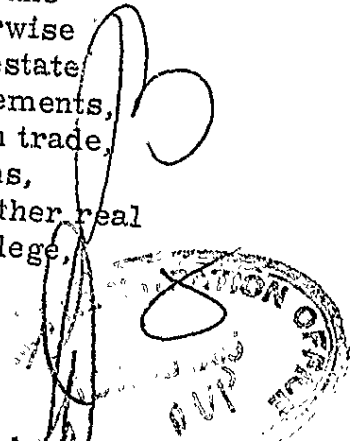
REGISTERED

Memorandum of Association

OF

EMERGENCY DOCTORS LIMITED.

1. The name of the Company is "EMERGENCY DOCTORS LIMITED". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (1) To care for the sick, and to employ the services of physicians, dentists and pharmacists, surgeons, nurses, attendants, dieticians, physiotherapists, masseurs, radiologists and chiropractors; and to carry on business as proprietors of radio controlled motor vehicles.
 - (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
 - (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.



- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares, or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any 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.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as

4.

directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each.

✓
✓

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.	No. of Shares taken by each Subscriber.
<p><u>L. Marten</u> (L. MARTEN)</p> <p>26, Kingswood Crescent, Roundhay Leeds, 8.</p> <p>Scientist.</p>	ONE
<p><u>M. J. Ognall</u> (M. J. OGNALL)</p> <p>60, Merion Centre, Leeds, 2.</p> <p>Medical Practitioner.</p>	ONE
TOTAL SHARES TAKEN.	Two

Dated this 12th day of August 19 65

Witness to the above Signatures:-

Ralph M. Ross
Solicitor, Leeds

(RALPH M. ROSS)

857909 / 4

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

EMERGENCY DOCTORS LIMITED.

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company.

2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing, shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed;
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise;

Art. 17.

- (d) The Company shall not have the power to issue Share Warrants to bearer;
- (e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

26. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS.

27. (a) The number of the Directors of the Company shall be not less than two or more than two. The first Directors shall be Michael John Ognall and Leslie Marten.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Michael John Ognall, so long as he continues to be the beneficial holder of One Share in the Company, and the said Leslie Marten so long as he continues to be the beneficial holder of One Share in the Company, shall remain Directors of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until they shall die or elect to retire.

(c) The qualification of a Director shall be the holding as beneficial owner of at least One Share of the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two months after his appointment.

(d) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed at the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. Regulations 80 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

31A. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (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) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. (a) The quorum necessary for the transaction of business at a Board Meeting of the Directors shall be One until otherwise determined by the Directors.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, provided that the whole amount so raised or borrowed shall not exceed Five Thousand Pounds without the sanction of a General Meeting, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

35. Subject to the provisions of Section 184 of the Act, and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Michael John Ognall, referred to in Clauses 27 (a) and 27 (b) of the Articles, so long as he shall continue to hold as beneficial owner One Share in the Company and to be a Director of the Company under the provisions of Clause 27 (b) of the Articles, shall be the Permanent Managing Director of the Company, and shall be entitled to exercise all the powers, authorities and discretions conferred by the Articles on the Directors.

SECRETARY.

36. Regulations 110 to 112, inclusive, of Table A shall apply.

16.

SEAL.

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

40. Regulations 128 and 129 of Table A shall apply.

AUDIT.

41. Regulation 130 of Table A shall apply.

NOTICES.

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

43. Regulation 135 of Table A shall apply.

INDEMNITY.

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

~~Asifur~~

26, Kingswood Crescent,
Roundhay, Leeds, 8.

Scientist.

J. J. Gual

60, Merion Gate,
Leeds, 2.

Medical Practitioner.

Dated this 22nd day of August 1960

Witness to the above Signatures:-

Ref. M. Ross
Inspector, Leeds

DUPLICATE FOR THE FILE.

No. 857909



Certificate of Incorporation

I Hereby Certify that

EMERGENCY DOCTORS LIMITED

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

Given under my hand at London this THIRTY-FIRST DAY OF AUGUST
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Assistant Registrar of Companies.

Certificate
received by }

Date

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

- of -

EMERGENCY DOCTORS LIMITED

Passed the 28th day of June 1971.

At an EXTRAORDINARY GENERAL MEETING of EMERGENCY DOCTORS LIMITED duly convened and held at the Registered Office of the Company, 60, Merrion Centre, Leeds 2, on the 28th day of June, 1971, at 11.00 a.m., the subjoined Resolution was duly passed as a SPECIAL RESOLUTION, that is to say:

"That Article 34 of the Company's Articles of Association restricting the Directors power of borrowing to the amount of £5,000 without the sanction of a General Meeting be and is hereby altered by the deletion from the said Article 34 of the words "provided that the whole amount so raised or borrowed shall not exceed £5,000 without the sanction of a General Meeting"."

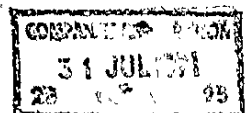

Chairman.

CERTIFY that this Resolution has
been passed by the Lithographic

SS.

For JUST AND COMPANY LTD





Company Number: 857909.

THE COMPANIES ACTS 1948 and 1967.

Company Limited by Shares.

SPECIAL RESOLUTIONS

- of -

Emergency Doctors Limited passed the eleventh day of April 1974.

At an Extraordinary General Meeting of the Company duly convened and held on the eleventh day of April 1974 the following Special Resolutions were duly passed.

SPECIAL RESOLUTIONS.

1. That contingently upon the Articles of Association of the Company being altered as provided in the Resolution numbered 2 to be proposed to this Meeting immediately after the passing of this present Resolution the Shares in the Company numbered 2,39 to 74, 75 to 79 and 85 to 92 inclusive shall be and they are hereby converted into "A" Shares and the Shares numbered 1,3 to 38, 80 to 84 and 93 to 100 inclusive be and they are hereby converted into "B" Shares such "A" Shares and "B" Shares respectively to carry the rights referred to in the Articles of Association of the Company when altered as aforesaid.

2. That the Articles of Association of the Company be altered as follows: :

- (1) By deleting paragraph (e) of Clause 4.
- (2) By deleting from Clause 15 the words "within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles" and substituting "within one month after the fair value shall have been fixed in accordance with Clause 11 of the Articles".
- (3) By deleting Clause 16 and substituting the following:
"16. Nothing contained in the provision of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of shares by a Member lodged with the Secretary of the Company together with the written consent to such transfer signed by all the Members".

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- (4) The following sentence shall be added to Clause 17 (a) :

"If the Directors fail to approve the registration of a transfer within one month after it is lodged with the Company they shall be deemed to have refused to register it".

- (5) By deleting Clause 23 (a) and substituting the following :

" (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum".

- (6) By deleting Clause 23 (b) and substituting the following :

" (b) Regulation 52, Regulations 54 to 59 inclusive and Regulation 61 of Table A shall apply".

- (7) By deleting Clause 27 and substituting the following:

"27. (a) The number of the Directors shall always be an even number and until otherwise determined by the Company in General Meeting the number of the Directors shall be four.

(b) One half of the Directors and their successors in office shall be appointed and removable at will by the holders of the "A" Shares and the other half of the Directors and their successors in office shall be appointed and removable at will by the holders of the "B" Shares. Any such appointment or removal shall be effected by instrument in writing served on the Company and signed by the holders of the majority of the "A" Shares or the holders of the majority of the "B" Shares (as the case may be) in issue at the relevant time.

(c) Regulations 76 to 78 inclusive of Table A shall apply".

- (8) By deleting Clause 28 and substituting the following :

"28. The Directors may at any time by notice in writing to the Company appoint any person to act as a Director in the stead of any person who is or may be a Director. An alternate Director so appointed may also

INDISTINCT ORIGINAL

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be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director."

- (9) By deleting Clause 29, and renumbering Clause 31 A as 30, and 31 B as 31.
- (10) By deleting Clause 33 and substituting the following :
- "33. (a) The words "in the case of an equality of votes the Chairman shall have a second or casting vote" shall be deleted from Regulation 98 of Table A but the remainder of Regulation 98 of Table A shall apply.
- (b) Regulations 99 to 106 inclusive of Table A shall apply."
- (11) By deleting Clause 35 and substituting the following :
- "35. MANAGING DIRECTOR
- Regulations 107 to 109 inclusive of Table A shall apply."

..........
Chairman

INDISTINCT ORIGINAL

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

EMERGENCY DOCTORS LIMITED

(Amended by Special Resolutions passed the 28th day of June 1971 and the 11th day of April 1974)

PRELIMINARY AND INTERPRETATION

1. The following shall be the Articles of the Company.
2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.
3. In these Articles :-
 - "the Act" means the Companies Act, 1948;
 - "the seal" means the Common Seal of the Company;
 - "the Secretary" means any person appointed to perform the office of Secretary of the Company;
 - "the United Kingdom" means Great Britain and Northern Ireland;
 - "Table A" means Part I of Table A of the First Schedule to the Act;
 - "the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a

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clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing, shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

4. The Company is a private company within the meaning of the Act, and accordingly :-
- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed;
 - (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
 - (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise;
 - (d) The Company shall not have the power to issue Share Warrants to bearer;

ALTERATION OF ARTICLES

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a

Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.
8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES

9. Regulations 1, to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.
11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-
- (a) If the Directors shall approve the sum estimated by the transferring Member as

the value of the Shares, then such sum shall be the fair value;

- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;
- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member; and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said

Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the fair value shall have been fixed in accordance with Clause 11 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of shares by a Member lodged with the Secretary of the Company together with the written consent to such transfer signed by all the Members.

17. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share. If the Directors fail to approve the registration of a transfer within one month after it is lodged with the Company they shall be deemed to have refused to register it.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

(b) Regulation 52, Regulations 54 to 59 inclusive and Regulation 61 of Table A shall apply.

VOTES OF MEMBERS

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING

26. Subject to the provisions of the Act, a resolution in writing signed by all the Members for

the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

27. (a) The number of the Directors shall always be an even number and until otherwise determined by the Company in General Meeting the number of the Directors shall be four.
- (b) One half of the Directors and their successors in office shall be appointed and removable at will by the holders of the "A" Shares and the other half of the Directors and their successors in office shall be appointed and removable at will by the holders of the "B" Shares. Any such appointment or removal shall be effected by instrument in writing served on the Company and signed by the holders of the majority of the "A" Shares or the holders of the majority of the "B" Shares (as the case may be) in issue at the relevant time.
- (c) Regulations 76 to 78 inclusive of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS

28. A Director may from time to time by notice in writing to the Company appoint any person to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.
29. Regulations 80 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS

30. The office of Director shall be vacated if the Director :-
- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (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) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS

33. (a) The words "in the case of an equality of votes the Chairman shall have a second or casting vote" shall be deleted from Regulation 98 of Table A but the remainder of Regulation 98 of Table A shall apply.
- (b) Regulations 99 to 106 inclusive of Table A shall apply.

BORROWING BY DIRECTORS

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled

Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR

35. Regulations 107 to 109 inclusive of Table A shall apply.

SECRETARY

36. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS

40. Regulations 128 and 129 of Table A shall apply.

AUDIT

41. Regulation 130 of Table A shall apply.

NOTICES

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP

43. Regulation 135 of Table A shall apply.

INDEMNITY

44. Regulation 136 of Table A shall apply.

Names, Addresses and Descriptions of Subscribers

L. MARTEN
26, Kingswood Crescent,
Roundhay,
Leeds, 8.
Scientist

M. J. OGNALL
60, Merrion Centre,
Leeds, 2.
Medical Practitioner

DATED this 10th day of August, 1965

WITNESS to the above Signatures :-

RALPH M. ROSS
Solicitor
Leeds.


We certify that these Articles
of Association were litho-type
printed by us

p.p. BETTS & SONS LTD.



Director

I certify that this is a true copy of the Articles
of Association of Emergency Doctors Limited as
altered by Special Resolutions passed on 28th June
1971 and 11th April 1974.



.....

(S.H. Hall)

Secretary

Company Number: 857909

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

- of -

EMERGENCY DOCTORS LIMITED



At a general meeting of the Company convened and held at 401 South Row, Milton Keynes MK9 2PH on 8th September 1993 the following resolution was passed as a special resolution:-

"THAT the Company, in accordance with Section 250 of the Companies Act 1985 (as amended) make itself exempt from the obligation to appoint auditors as required by Section 384 of that Act."

Handwritten signature of the Director or Secretary of the company.

.....
Director or Secretary
of Company