

1142361

number of company

form No. 41

no filing fee payable

## THE COMPANIES ACTS 1948 TO 1967

Declaration of

**compliance with the requirements  
of the Companies Act 1948  
on application for  
registration of a company**

pursuant to section 15 (2) of the Companies Act 1948

I, Maria Pashaliof Jordan House, 47, Brunswick Place, London, N.1 6EE

DO SOLEMNLY &amp; SINCERELY DECLARE that I am :—

\*Delete that which  
does not apply

\*a Solicitor of the Supreme Court engaged in the formation \*

\*a person NAMED IN THE ARTICLES of Association as a Director/Secretary

of

Imputer

Limited

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

DECLARED AT 310, Muswell Hill Broadway,  
London, N.10

the 29th day of August 19 73

before me

A Commissioner for Oaths (or Notary Public or Justice of the Peace)

NOTE: By Section 15(2) of the Companies Act 1948 a Statutory Declaration by a Solicitor, the Supreme Court, and in Scotland 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

**Jordan & Sons Limited**  
Company Registration Agents, Printers & Publishers  
City Office : Wilco House 82 City Road London EC1  
Telephone : 01-253 6214 Telex No. 261010



Presented by

Presenter's Reference

1142361

NC 58406/9

£20

THE COMPANIES ACTS 1948 to 1967

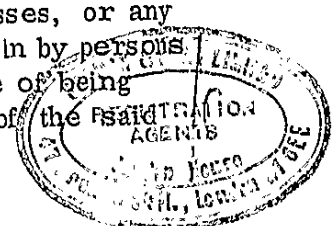
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IMPUTER LIMITED

1. The name of the Company is "IMPUTER 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 sanitary, plumbing, and heating engineers and consultants, manufacturers, hirers, letters on hire, maintainers, installers, fitters and repairers of, agents for, and dealers in water supply and sanitary systems, heating apparatus and central heating systems of every description, and of, for and in plumbing, heating, lighting and ventilating plant, machinery, equipment, appliances and supplies of all kinds, mechanical, hydraulic, lighting, ventilating, hot water, structural, civil and general engineers and contractors, engineering and general agents, manufacturers, repairers, suppliers and merchants of and dealers in electrical and other domestic appliances and household and commercial fittings, equipment, machinery and accessories of every description, hardware merchants and ironmongers, gas fitters, hire purchase insurance and commission agents, builders and contractors for the construction, reconstruction, demolition, repair, decoration and maintenance of buildings and premises of all kinds; metal workers, brokers and merchants, millwrights, smiths, fitters, machinists and tube makers, pipe fitters, galvanisers, platers and annealers, electricians, builders' and plumbers' merchants, painters and decorators, carpenters, joiners and timber merchants, motor vehicle and garage proprietors, haulage contractors, wharfingers, railway and forwarding agents and general warehousemen; and to buy, sell, manufacture, repair, alter and exchange, let on hire, and on hire purchase, export, import and deal in all kinds of articles and things which may be required for the purposes of the said businesses, or any of them, or are commonly supplied or dealt in by persons engaged therein, or which may seem capable of being profitably dealt with in connection with any of the said businesses.



(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

M  
C  
2

(e) 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department 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.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) 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 the Company

or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

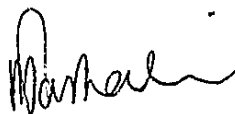

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

4. The liability of the Members is limited. /

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

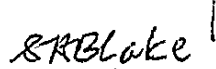
We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE.  Commercial Manager. _____	One
 Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE.  Commercial Manager. _____	One

Dated

29/8 1973

Witness to the above signatures:-

  
Stephanie Antonia Blake,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.

THE COMPANIES ACTS 1948 to 1967

1142361 | 4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF IMPUTER

LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Miss Maria Pashali.

---

Names, addresses and descriptions of Subscribers

---

*M. Pashali*

Maria Pashali,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.

Commercial Manager.

---

*P. Martin*

Patricia Martin,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.

Commercial Manager.

---

Dated

29/8/73

Witness to the above signatures:-

*S. Blake*  
Stephanie Antonia Blake,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.



## CERTIFICATE OF INCORPORATION

No. 1142361

I hereby certify that

IMPULSER LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 30th October 1973

A handwritten signature in cursive script, appearing to read 'H. Taylor'.

H. TAYLOR

Assistant Registrar of Companies

Number of Company: 1142361 8

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION  
(Pursuant to Section 141 of the Companies Act 1948)

OF

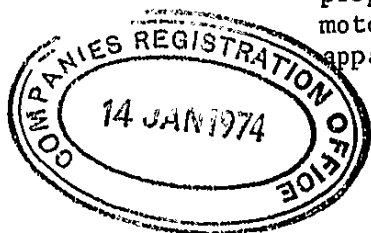
IMPUTER LIMITED.

Passed on the 30th day of October, 1973.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London, N1 6EE, on the 30th day of October, 1973, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a)(i) To carry on the business of a nurses registration agency in all its branches, and to own, operate, manage and maintain an organisation to seek appointments for and to employ trained nurses, medical, surgical and pharmaceutical officers and attendants for the skilful treatment of patients (whether suffering from physical or mental disorders or otherwise); to provide facilities for medical attendance, nursing, and the supply of food, medicine and appliances of a surgical or medical character necessary or suitable for the proper treatment of such patients, and all such necessities, provisions and clothing as may be required; to educate and train nurses, medical students and attendants either for the purpose of attending patients in their own homes or elsewhere and to carry on business as proprietors or managers of employment agencies and secretarial services, information bureaux, private hotels and boarding houses, travel agents, proprietors, and merchants of and dealers in ambulance and other motor vehicles, stretchers, first-aid appliances, respiratory apparatus, medical and surgical accessories and supplies of all kinds.

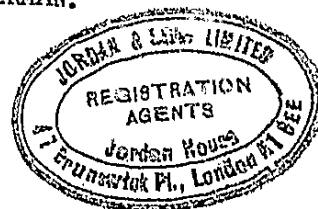


39

- (ii) To create, establish and maintain a medical service, to own, operate, manage, maintain, furnish and fit up with all necessary conveniences, furniture, instruments and equipment, private hospitals, nursing homes and any other premises with all suitable accommodation for the treatment and care of patients; to provide and supply all such necessities, provisions, and clothing as may be required; to dispense, manufacture, import, export, sell and deal in pharmaceutical, chemical preparations, medicines, drugs, prepared foods, food products, medicaments and medicinal preparations; 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 the business of the Company.
- (iii) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise; haulage and transport contractors; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

*P. Ward*

CHAIRMAN.



Number of } 1142361 / 9  
Company }

A.N. £ 40.00  
CN 2616  
26.3.74

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

IMPUTER LIMITED

~~LIMITED~~

Passed 6<sup>TH</sup> MARCH, 1974.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 19-21 Chapel Road, Worthing

on the 6<sup>TH</sup> day of MARCH, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

### RESOLUTION

that Imputer Limited be known as Community Nursing Service (Private Nursing Agency) Limited.

Signature

*[Handwritten signature]*  
*[Handwritten signature]*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

57



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1142361

10

I hereby certify that

**IMPUTER LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**COMMUNITY NURSING SERVICE (PRIVATE NURSING AGENCY) LIMITED**

Given under my hand at London the 2nd April 1974

N. TAYLOR

*Assistant Registrar of Companies*



1. 20/10/73 - 11/11/74  
NURSES' REGISTRATION AGENCY

23 APR 1974

HAELA72

No. of Company 1142361 / 11

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Spec.  
11/11/74

Memorandum and Articles of Association of

COMMUNITY NURSING SERVICE  
(PRIVATE NURSING AGENCY) LIMITED

(Incorporated the 30th day of October, 1973)



Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London N1 6EE



CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 23.10.74

D.P. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

COMMUNITY NURSING SERVICE (PRIVATE NURSING AGENCY) LIMITED

(As altered by Special Resolution passed on the 30th Day of October, 1973)

1. The name of the Company is "COMMUNITY NURSING SERVICE (PRIVATE NURSING AGENCY) LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) (i) To carry on the business of a nurses' registration agency in all its branches, and to own, operate, manage and maintain an organisation to seek appointments for and to employ trained nurses, medical, surgical and pharmaceutical officers and attendants for the skilful treatment of patients (whether suffering from physical or mental disorders or otherwise); to provide facilities for medical attendance, nursing, and the supply of food, medicine and appliances of a surgical or medical character necessary or suitable for the proper treatment of such patients, and all such necessities, provisions and clothing as may be required; to educate and train nurses, medical students and attendants either for the purpose of attending patients in their own homes or elsewhere and to carry on business as proprietors or managers of employment agencies and secretarial services, information bureaux, private hotels and boarding houses, travel agents, proprietors, and merchants of and dealers in ambulance and other motor vehicles, stretchers, first-aid appliances, respiratory apparatus, medical and surgical accessories and supplies of all kinds.
  - (ii) To create, establish and maintain a medical service, to own, operate, manage, maintain, furnish and fit up with all necessary conveniences, furniture, instruments and equipment, private hospitals, nursing homes and any other premises with all suitable accommodation for the treatment and care of patients; to provide and supply all such necessities, provisions, and clothing as may be required; to dispense, manufacture, import, export, sell and deal in pharmaceutical, chemical preparations, medicines, drugs, prepared foods, food products, medicaments and medicinal preparations; 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 the business of the Company.

(iii) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists, and financiers either on the Company's own account or otherwise; haulage and transport contractors; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department 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.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company

or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognized in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of

the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

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, 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
Maria Pashali, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One
Patricia Martin, Jordan House, 47, Brunswick Place, London. N1 6EE. Commercial Manager.	One

Dated this 29th day of August, 1973.

Witness to the above signatures: - Stephanie Antonia Blake,  
Jordan House,  
47, Brunswick Place,  
London. N1 6EE.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

COMMUNITY NURSING SERVICE (PRIVATE NURSING AGENCY) LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.

2. The First Secretary of the Company shall be Miss Maria Pashali.

CERTIFICATE  
WE HEREBY CERTIFY  
Incorporation made to  
this Company's Articles of  
Association for the purpose and  
is lodged to the Registrar  
requirements of the  
Companies Act, 1948.

1970

1980 COMPANY LIMITED

CAP.  
1/100.

## **SCAN UPON DEMAND**

**We apologise that due  
to the poor quality of the fiche,  
some of the images scanned  
were also of poor quality**

1

THESE DOCUMENTS SONT EN VENTE

1

1  
2  
3  
4  
5

1

1  
2  
3  
4  
5

1

1

1

1

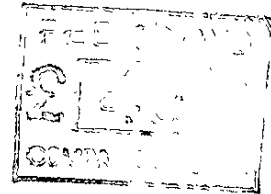
1  
2  
3  
4  
5

Number of Company:

1142361

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



**SPECIAL RESOLUTION**

pursuant to Section 378 of the Companies Act 1985  
of Community Nursing Service (Private Nursing Agency) Limited.

Passed the 8th day of December 1988.

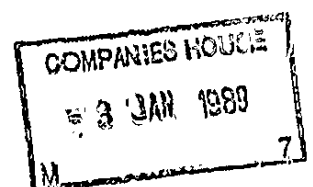
At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Stoke Park, Stoke Poges, Slough SL2 4NS on the 8th day of December 1988, the following  
**SPECIAL RESOLUTION** was duly passed:-

THAT the name of the Company be changed to

ING Community Nursing Services Limited

.....  
Chairman/Director

ARMELIAN & SONS, LTD  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 5HT  
18 01 89



K250 - BAR  
737881 - P6

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1142361

I hereby certify that

COMMUNITY NURSING SERVICE (PRIVATE NURSING  
AGENCY) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

IHG COMMUNITY NURSING SERVICES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 12 JANUARY 1989

*S. M. Phillips*  
S. M. PHILLIPS

an authorised officer

# G

COMPANIES FORM No. 225(1)

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

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

1142361

Name of company

* IHG COMMUNITY NURSING SERVICES LIMITED
--

\* Insert full name of company

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

Day Month

3	1	1	2
---	---	---	---

**Note**  
Please read notes 1 to 5 overleaf before completing this form

Day Month Year

3	1	1	2	1	9	8	8
---	---	---	---	---	---	---	---

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

† delete as appropriate

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

The company is a [subsidiary][holding company]† of \_\_\_\_\_, company number \_\_\_\_\_ the accounting reference date of which is \_\_\_\_\_

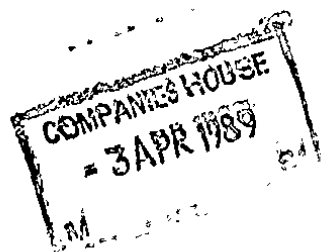
If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225 (6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force.  
Signed *[Signature]* Designation: Company Secretary Date 30/3/89

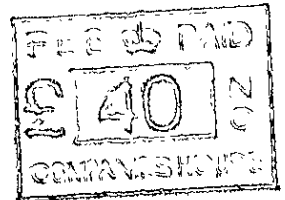
Presenter's name address and reference (if any):

For official Use  
General Section

Post room

PRINTED AND SUPPLIED BY  
**Jordans**  
JORDAN & SONS LIMITED

21/2  
Company Number 1142361



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF IHG COMMUNITY NURSING SERVICES LIMITED

Passed the SIXTH day of JANUARY 19 90

At an Extraordinary General Meeting of the above-named Company  
duly convened and held at STOKE PARK, STOKE POGES,  
SLOUGH, SL2 4NS

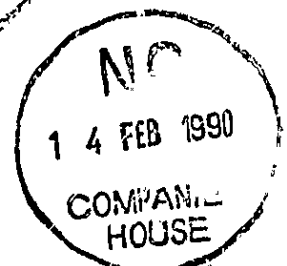
on the SIXTH DAY OF JANUARY 19 90

the following Special Resolution was duly passed:

That the name of the Company be changed to:

IHG COMMUNITY SERVICES LIMITED

H.M. King .....  
H.M. KING DIRECTOR / SECRETARY



Md / LHD / 057364.

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1142361


I hereby certify that

**IHG COMMUNITY NURSING SERVICES LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**IHG COMMUNITY SERVICES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 21 FEBRUARY 1990

  
E. OWEN

an authorised officer

THE COMPANIES ACTS 1985 TO 1989

Company Number: 1142361



SPECIAL RESOLUTION OF

IHG COMMUNITY SERVICES LIMITED

We, the undersigned, International Hospitals Group Limited and R.M. King being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED:

That the name of the Company be changed to:-

INTERNATIONAL CARE LIMITED

Dated this Seventh day of August 1991

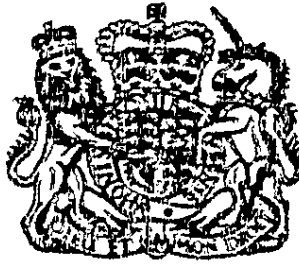
Signed:

1. INTERNATIONAL HOSPITALS GROUP LIMITED..... *H. M. King*
2. R.M. KING..... *R. M. King*



*mb/250/ 613288*

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1142361

I hereby certify that

**IHG COMMUNITY SERVICES LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**INTERNATIONAL CARE LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 15 AUGUST 1991

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer

Company Number: 1142361

The Companies Acts 1948 & 1967

COMPANY LIMITED BY SHARES

---

# MEMORANDUM AND ARTICLES OF ASSOCIATION

INTERNATIONAL CARE LIMITED

Incorporated the 30th day of October 1973

---

Jordan & Sons Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Branches throughout the United Kingdom  
Head Office Telephone 0272-230600 Fax 0272-230063



THE COMPANIES ACTS 1948 to 1957

CERTIFICATION

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum Association by Special Resolutions and is lodged in compliance with the requirements of section 10 of the Companies Act 1905.

INTERNATIONAL CARE LIMITED

(As altered by Special Resolution passed on the 30th day of October 1973)

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

(a) (i) To carry on the business of a nurses' registration agency in all its branches, and to own, operate, manage and maintain an organisation to seek appointments for and to employ trained nurses, medical, surgical and pharmaceutical officers and attendants for the skilful treatment of patients (whether suffering from physical or mental disorders or otherwise); to provide facilities for medical attendance, nursing, and the supply of food, medicine and appliances of a surgical or medical character necessary or suitable for the proper treatment of such patients, and all such necessities, provisions and clothing as may be required; to educate and train nurses, medical students and attendants either for the purpose of attending patients in their own homes or elsewhere and to carry on business as proprietors or managers of employment agencies and secretarial services, information bureaux, private hotels and boarding houses, travel agents, proprietors, and merchants of and dealers in ambulance and other motor vehicles, stretchers, first-aid appliances, respiratory apparatus, medical and surgical accessories and supplies of all kinds.

(ii) To create, establish and maintain a medical service, to own, operate, manage, maintain, furnish and fit up with all necessary conveniences, furniture, instruments and equipment, private hospitals, nursing homes and any other premises with all suitable accommodation for the treatment and care of patients; to provide and supply all such necessities, provisions, and clothing as may be required; to dispense, manufacture, import, export, sell and deal in pharmaceutical, chemical preparations, medicines, drugs, prepared foods, food products, medicaments and medicinal preparations; 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 the business of the Company.

(iii) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, fire, purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise; haulage and transport contractors, and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

(b) To carry on any other business 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.

(c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.

(d) 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) 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 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.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences,

options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies,

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security 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, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department 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.

(l) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) 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 the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) 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.

(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 other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(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 or other securities of the Company.

(q) To support and subscribe to any charitable or public object, and to support and subscribe to 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, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding 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; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained.

(r) 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 the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.

(s) 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.

(t) To distribute among the Members of the Company in kind any property of the Company of any kind.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

4. The liability of the Members is limited.

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

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

INTERNATIONAL CARE LIMITED

**CERTIFICATION**  
WE HEREBY CERTIFY that this print  
incorporates all amendments made to  
this company's articles of association  
by filed resolutions and is lodged in  
conformity with the requirements of  
section 10 of the Companies Act 1985

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company save that the proviso to Clause 79 in Part I of the said Table A shall not apply to the Company.
2. The First Secretary of the Company shall be Miss Maria Pashali.