

Number of
Company } 1231893 //

Form No. 41
(No registration 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)

Insert the
Name of the
Company

STRAUMANN (GREAT BRITAIN) LIMITED

Presented by

Presenter's Reference..... F

Herbert Oppenheimer, Nathan & Vandyk,

20, Copthall Avenue,

London EC2R 7JH

Oyez Publishing Limited, Oyez House, Breems Buildings, London EC4P 4BU. Publishing Subsidiary of The Solicitors' Law Stationery Society, Limited.
F20402 16.3.72

Companies 6C

[P.T.O.]

I, STEPHEN ALEXANDER FENLAUGH

of 20, Copthall Avenue, London EC2R 7JH

(a) Here Insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

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

engaged in the formation

of

STRAUMANN (GREAT BRITAIN)

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

62, London Wall,

London EC2,

the 17th day of October

one thousand nine hundred and

seventy five

Stephen Fenlaugh

Before me,

W. Anderson

W. Anderson

A Commissioner for Oaths (b) Solicitor

(b) Or
"Notary Public or
"Justice of the
"Peace, as the case
"may be".

1231893 / 3

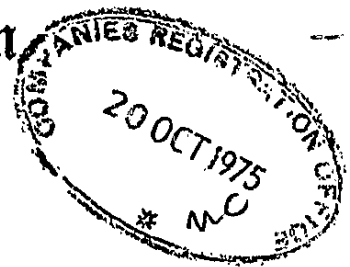
R
THE COMPANIES ACTS 1948 TO 1967

OCT 20 1975 0775 • 050.00
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

STRAUMANN (GREAT BRITAIN) LIMITED



1. The name of the Company is STRAUMANN (GREAT BRITAIN) 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 carry on the business of importers, distributors, hirers and dealers (whether wholesale or retail) and as manufacturers, assemblers, repairers, maintenance and servicemen, storers, engineers, designers, adapters and exporters of products capable of supplementing, substituting for, restoring, assisting or otherwise useful in connection with any function or malfunction or nonfunction of any part of a body and any products capable of being used by or for the benefit of the medical, veterinary or dental profession; to carry on research in connection with that business and to apply the results of research from whatever source for the purpose of that business; to provide any services in connection with any such products; and to carry on the business of devising, adapting and implementing educational, training and explanatory courses calculated directly or indirectly to further or facilitate the foregoing business.
 - (2) To carry on business as bankers, capitalists, financiers, industrialists, and merchants.
 - (3) To carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement,

working, management or control of works, undertakings and operations of all kinds, both public and private.

- (4) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests.
- (5) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (6) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business.
- (7) To acquire, hold, manage, develop, dispose of and deal with any real or personal property, rights or interests on such terms and in such manner as the Company may think fit.
- (8) To acquire and undertake the whole or any part of the business, goodwill and assets of any person or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.
- (9) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures or other securities or rights issued or guaranteed by any company constituted or carrying on business or proposing to carry on business in any part of the world, and funds, loans, or other securities

or rights of or issued or guaranteed by any government, state or dominion, public body or authority (whether supreme, municipal, local or otherwise) in any part of the world.

- (10) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property, rights and interests of the Company.
- (12) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (13) To lend and advance money or give credit to such persons or companies on such terms as may seem expedient and whether with or without security, but not to carry on the business of a registered moneylender.
- (14) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights of any person or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (16) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (17) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (18) To apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any legislation, actions, steps, proceedings or applications which may appear directly or indirectly, to be adverse to the interests of the Company or of its members.
- (19) To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise), or any companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or it of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise.
- (21) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company.
- (22) To establish, maintain, participate in and contribute to or procure the establishment and maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or

associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of employees (including Directors and officers) of the Company or of any subsidiary of the Company, and to establish and maintain any option or incentive scheme approved by the Company in General Meeting whereby selected employees (including Directors and officers) of the Company or of any subsidiary of the Company are given the opportunity of acquiring shares in the capital of the Company, and (subject to the provisions of Section 54 of the Companies Act, 1948) to lend money to employees of the Company to enable them to purchase such shares, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose which may be considered directly or indirectly to further the objects of the Company or the interests of its members, and to do any of the matters aforesaid either alone or in conjunction with others.

- SAF. *Ch*
- (23) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
 - (24) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company as aforesaid.
 - (25) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, government or authority (whether supreme, municipal, local or otherwise).
 - (26) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing.

- (27) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others.

And it is hereby declared that:—

- (A) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
- (B) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.
4. The liability of the members is limited. ✓✓
5. The share capital of the Company is £20,000 divided into 20,000 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	No. of Shares taken by each Subscriber.
<p>Stephen Alexander Fentagh, 20 Copthall Avenue, London EC2R 7JH Solicitor</p>	One
<p>Clifford George O'Neal, 20 Copthall Avenue, London EC2R 7JH Solicitors Managers</p>	One

DATED this 17th day of October 1975

Witness to the above signatures:—

Ellen Hedger
20, Copthall Avenue,
London EC2R 7JH:
Private Secretary

THE COMPANIES ACTS 1948 TO 1967

1231893

14

COMPANY LIMITED BY SHARES

Articles of Association
OF
STRAUMANN (GREAT BRITAIN)
LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948, as amended by the Companies Act 1967 (such Table as amended being hereinafter called "Table A"), shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
2. Regulations 24, 53, 75, 77, 88(f) and 89 to 97 (inclusive) in Part I of Table A and Regulations 3 and 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each.
4. The shares shall be at the disposal of the Directors who may subject to the provisions of the Companies Act, 1948 (amended as aforesaid) allot, grant options over or otherwise dispose of them to such persons and at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the said Act.

TRANSFER OF SHARES

5. The transferee of a share which is fully paid up shall not be required to sign the instrument of transfer and Regulation 22 of Part I of Table A shall be read accordingly.

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

RESOLUTIONS

7. Subject to the provisions of the Companies Act, 1948 (amended as aforesaid) a resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more such members.

DIRECTORS AND DIRECTORS' POWERS

8. The number of the Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association.
9. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company, shall be responsible for his own acts and defaults and shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making it.
10. A Director or an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
11. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.
12. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.
13. No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of 70 or any other age and sub-clause (a) of Regulation 88 of Part I of Table A shall be modified accordingly.
14. (A) A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being of the Company shall have

power from time to time and at any time to appoint any person as a Director either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making it, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

(B) The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

EXECUTIVE AND OTHER DIRECTORS

15. The Directors may from time to time and at any time pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Companies Act, 1948 and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee except at the request of the Board of Directors or of such committee and if present at such request he shall not be entitled to vote thereat.

NOTICES

16. The following Regulations of Part I of Table A shall apply as amended by this Article:—

- (a) the last sentence of Regulation 98 shall be deemed deleted.
- (b) in Regulation 131 there shall be deemed deleted the words "or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him"; and
- (c) in Regulation 134 there shall be deemed deleted all words in paragraph (a) thereof other than the words "every member".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Stephen Alexander Furlough,

20 Copthall Avenue,

London EC2R 7JH

Solicitor

Chifford George O'Neal,

20 Copthall Avenue,

London EC2R 7JH.

Solicitors' Manager.

Dated

17th October 1975

Witness to the above signatures:—

Ellen Hedger,

20, Copthall Avenue,

London EC2R 7JH.

Private Secretary.



CERTIFICATE OF INCORPORATION

No.. 1231893

I hereby certify that

STRAUMANN (GREAT BRITAIN) 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

31ST OCTOBER 1975

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

N. TAYLOR

Assistant Registrar of Companies

No.1231893. 119.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

STRAUMANN (GREAT BRITAIN) LIMITED

At the Annual General Meeting of the above-named Company duly convened and held on the 3rd day of July 1981, the following Resolutions were duly passed, Resolution No. 1 as an Ordinary Resolution and Resolution No. 2 as a Special Resolution, namely:-

ORDINARY RESOLUTION

1. That the directors be and they are hereby granted general and unconditional authority (limited in time as hereinafter provided) to allot relevant securities within the meaning of Section 14 of the Companies Act 1980 as from time to time in force up to the maximum amount hereinafter laid down to such persons, at such times and generally on such terms and conditions as the directors may determine but so that:-

- (a) the maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued; and
- (b) subject to Section 14(5) of the Companies Act 1980 (as from time to time in force) the authority hereby conferred shall expire five years after the date of this resolution unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the



date on which it would otherwise have expired Provided that the Company may at any time and from time to time prior to the expiry of the authority hereby conferred or any renewal thereof making any offer or agreement which would or might require relevant securities to be allotted after such expiry.

SPECIAL RESOLUTION

2. That the directors be and they are hereby granted power to allot equity securities within the meaning of Section 17 of the Companies Act 1980 as from time to time in force pursuant to the authority relating to Section 14 of the said Act conferred by this meeting or any renewal thereof as if sub-section (1) of the said Section 17 did not apply to such allotment and the Company may at any time prior to the expiry of the power hereby conferred or any renewal thereof make any offer or agreement which would or might require such equity securities to be allotted after such expiry.

For and on behalf of
FINSQUARE REGISTRARS LIMITED
R. D. [Signature]
FINSQUARE REGISTRARS LIMITED
SECRETARY

JW8302C541
14.7.81
D1



No. 1231893

20

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

STRAUMANN (GREAT BRITAIN) LIMITED

AT the Annual General Meeting of the Company, duly convened and held on the 3rd day of September 1982, the following Resolutions were unanimously passed, Resolution No. 1 as an Ordinary Resolution and Resolution No. 2 as a Special Resolution, namely:-

RESOLUTIONS

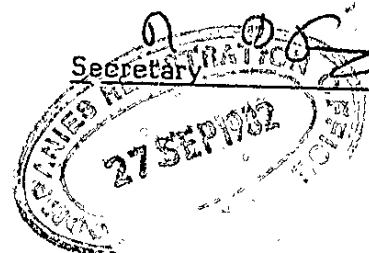
1. That the authority to the Directors to allot relevant securities within the meaning of Section 14 of the Companies Act 1980 granted by Ordinary Resolution passed on the 3rd day of July 1981 be and it is hereby renewed so as not to expire until five years after the date of this resolution.
2. That the power of the Directors to allot equity securities within the meaning of Section 17 of the Companies Act 1980 as from time to time in force granted by Special Resolution passed on the 3rd day of July 1981 be and it is hereby renewed so as to have effect as if the authority referred to therein were the authority relating to Section 14 of the said Act renewed by this meeting.

FINSQUARE REGISTRARS LIMITED

Presented by

HERBERT OPPENHEIMER NATHAN & VANDYK
20, COPTHALL AVENUE, E.O.2, Solicitors.

POT/RDP



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin.

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

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1231893

Name of company

* STRAUMANN (GREAT BRITAIN) LIMITED

* insert full name of company

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

Day Month

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

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

† delete as appropriate

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

Day Month Year

3	1	1	2	1	9	8	7
---	---	---	---	---	---	---	---

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

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

_____, company number _____

the accounting reference date of which is _____

Signed

[Director][Secretary]† Date

22nd 09. 87

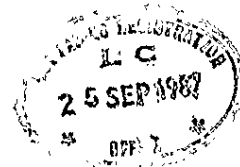
Presenter's name address and reference (if any):

OPPENHEIMERS
20 COPTHALL AVENUE
LONDON EC2R 7JH

SLS/RDF/kly

For official Use
General Section

Post room



353**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Pursuant to section 353 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

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

--	--	--	--	--	--

1231893

Name of company

Straumann (Great Britain) Limited

* insert full name
of company

gives notice that the register of members is (now) kept at:

Guild House	
36-38 Fenchurch Street	
London	
Postcode	EC3M 30Q

delete as
appropriate

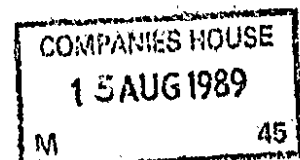
Signed *A. J. Williams* [Director] [Secretary] Date 14 August 1989
For and on behalf of Hexagon Registrars Limited

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

Fox Williams
Guild House
36-38 Fenchurch Street
London EC3M 30Q
MJD/EAW/RDF

For official Use
General Section

Post room



G

COMPANIES FORM No. 353

Notice of place where register of members is kept or of any change in that place

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

*Insert full name of company

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1231893

Name of company

STRAUMANN (GREAT BRITAIN) LIMITED

gives notice that the register of members is [now] kept at:

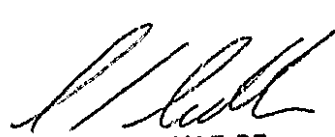
CITY GATE HOUSE

39-45 FINSBURY SQUARE

LONDON

Postcode : EC2A 1UU

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

Signed  FOR AND ON BEHALF OF
HEXAGON REGISTRARS LIMITED

Designation Secretary Date 30/1/90

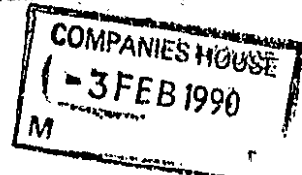
Presentor's name, address and reference (if any):

FOX WILLIAMS
CITY GATE HOUSE
39-45 FINSBURY SQUARE
LONDON
EC2A 1UU

MJD/SLS

For official use
General Section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition

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5017068

Companies G353

No. 1231893

The Companies Act 1985

The Companies Act 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

STRAUMANN (GREAT BRITAIN) LIMITED

Passed 27th February 1991

AT an extraordinary general meeting of the above named Company duly convened and held on the 27th February 1991 the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be and they are hereby amended by adding the following clause 3(22)(b) as a new object of the Company:

"(i) To apply for and take out, purchase or otherwise acquire and maintain any insurance policy covering all or any of

the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) for their legal liability both to the Company and to third parties for damages, claimants' costs and all other expenses (including legal expenses) incurred as a result of breach of contract, breach of trust, breach of duty, neglect, error, omission, misstatement, misrepresentation, negligent advice, breach of warranty, conflict of interest, wrongful trading, imprudent investment, unauthorised payment or other act wrongfully committed or attempted by all or any of the directors, auditors or other officers of the Company in their capacity as such, or breach of warranty of authority in the course of performing their duties as directors, auditors or other officers of the Company.

- (ii) To indemnify all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) from any liability legally incurred by them and to apply for, take out, purchase or otherwise acquire and maintain any insurance policy covering the Company in respect of such indemnity."

2. That the provisions of the Articles of Association of the Company be and they are hereby amended as follows:

By adding the following clause as a new Article 14(C):

- "(i) The directors may apply for and take out, purchase or otherwise acquire and maintain any insurance policy covering all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) for their legal liability both to the Company and to third parties for damages, claimants' costs and all other expenses (including legal expenses) incurred as a result of breach of contract, breach of trust, breach of duty, neglect, error, omission, misstatement, misrepresentation, negligent advice, breach of warranty, conflict of interest, wrongful trading, imprudent investment, unauthorised payment or other act wrongfully committed or attempted by all or any of the directors, auditors or other officers of the Company in their capacity as such, or breach of warranty of authority in the course of performing their duties as directors, auditors or other officers of the Company.
- (ii) The Company may indemnify all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health

Act 1983 or any amendment or re-enactment thereof) from any liability legally incurred by them and may apply for, take out, purchase or otherwise acquire and maintain any insurance policy covering the Company in respect of such indemnity."



.....
Chairman

123 8 93

THE COMPANIES ACTS 1948 to 1967

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

STRAUMANN (GREAT BRITAIN) LIMITED

1. The name of the Company is STRAUMANN (GREAT BRITAIN) 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 carry on the business of importers, distributors, hirers and dealers (whether wholesale or retail) and as manufacturers, assemblers, repairers, maintenance and servicemen, storers, engineers, designers, adapters and exporters of products capable of supplementing, substituting for, restoring, assisting or otherwise useful in connection with any function or malfunction or nonfunction of any part of a body and any products capable of being used by or for the benefit of the medical, veterinary or dental profession; to carry on research in connection with that business and to apply the results of research from whatever source for the purpose of that business; to provide any services in connection with any such products; and to carry on the business of devising, adapting and implementing educational, training and explanatory courses calculated

HOUSE
20 MAR 1991
53

directly or indirectly to further or facilitate the foregoing business.

- (2) To carry on business as bankers, capitalists, financiers, industrialists and merchants.
- (3) To carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (4) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests.
- (5) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.

- (6) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business.
- (7) To acquire, hold, manage, develop, dispose of and deal with any real or personal property, rights or interests on such terms and in such manner as the Company may think fit.
- (8) To acquire and undertake the whole or any part of the business, goodwill and assets of any person or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

- (9) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures or other securities or rights issued or guaranteed by any company constituted or carrying on business or proposing to carry on business in any part of the world, and funds, loans, or other securities or rights of or issued or guaranteed by any government, state or dominion, public body or authority (whether supreme, municipal, local or otherwise) in any part of the world.
- (10) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.
- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property, rights and interests of the Company.
- (12) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (13) To lend and advance money or give credit to such persons or companies on such terms as may seem expedient and whether with or without security, but not to carry on the business of a registered moneylender.

- (14) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights of any person or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (16) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (17) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of

lading, warrants, debentures and other negotiable or transferable instruments.

- (18) To apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any legislation, actions, steps, proceedings or applications which may appear directly or indirectly, to be adverse to the interests of the Company or of its members.
- (19) To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise), or any companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (20) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or it of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise.
- (21) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to

the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company.

- (22) (a) To establish, maintain, participate in and contribute to or procure the establishment and maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for

the purchase by trustees of shares in the Company or its holding company to be held for the benefit of employees (including Directors and officers) of the Company or of any subsidiary of the Company, and to establish and maintain any option or incentive scheme approved by the Company in General Meeting whereby selected employees (including Directors and officers) of the Company or of any subsidiary of the Company are given the opportunity of acquiring shares in the capital of the Company, and (subject to the provisions of Section 54 of the Companies Act, 1948) to lend money to employees of the Company to enable them to purchase such shares, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose which may be considered directly or indirectly to further the objects of the Company or the interests of its members, and to do any of the matters aforesaid either alone or in conjunction with others.

- (b) (i) To apply for and take out, purchase or otherwise acquire and maintain any insurance policy covering all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) for their legal liability both to the Company and to third parties for damages, claimants' costs and all

other expenses (including legal expenses) incurred as a result of breach of contract, breach of trust, breach of duty, neglect, error, omission, misstatement, misrepresentation, negligent advice, breach of warranty, conflict of interest, wrongful trading, imprudent investment, unauthorised payment or other act wrongfully committed or attempted by all or any of the directors, auditors or other officers of the Company in their capacity as such, or breach of warranty of authority in the course of performing their duties as directors, auditors or other officers of the Company.

- (ii) To indemnify all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) from any liability legally incurred by them and to apply for, take out, purchase or otherwise acquire and maintain any insurance policy covering the Company in respect of such indemnity.
- (23) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (24) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking

any business or operations which may appear likely directly or indirectly to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company as aforesaid.

- (25) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, government or authority (whether supreme, municipal, local or otherwise).
- (26) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing.
- (27) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others.

And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
 - (B) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.
4. The liability of the members is limited.
5. The share capital of the Company is £20,000 divided into 20,000 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	No. of Shares taken by each Subscriber
---	--

Stephen Alexander Fenlaugh 20 Copthall Avenue London EC2R 7JH Solicitor	One
---	-----

Clifford George O'Neal 20 Copthall Avenue London EC2R 7JH Solicitors Manager	One
--	-----

DATED this 17th day of October 1975

Witness to the above signatures:-

Ellen Hedger
20 Copthall Avenue
London
EC2R 7JH

Private Secretary

WHI2/D41

THE COMPANIES ACTS 1948 TO 1967

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

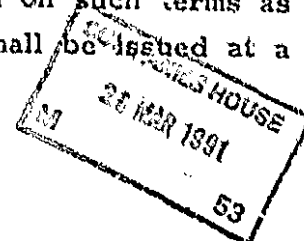
STRAUMANN (GREAT BRITAIN) LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948, as amended by the Companies Act 1967 (such Table as amended being hereinafter called "Table A"), shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
2. Regulations 24, 53, 75, 77, 88(f) and 89 to 97 (inclusive) in Part I of Table A and Regulations 3 and 5 in Part II of Table A shall not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £20,000 divided into 20,000 Ordinary Shares of £1 each.
4. The shares shall be at the disposal of the Directors who may subject to the provisions of the Companies Act, 1948 (amended as aforesaid) allot, grant options over or otherwise dispose of them to such persons and at such times and on such terms as they think proper, but so that no shares shall be issued at a



discount, except in accordance with the provisions of the said Act.

TRANSFER OF SHARES

5. The transferee of a share which is fully paid up shall not be required to sign the instrument of transfer and Regulation 22 of Part I of Table A shall be read accordingly.
6. No transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the Directors who may without assigning any reason decline to give any such sanction.

RESOLUTIONS

7. Subject to the provisions of the Companies Act, 1948 (amended as aforesaid) a resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more such members.

DIRECTORS AND DIRECTORS' POWERS

8. The number of the Directors shall not be less than two. The first Directors shall be appointed by the subscribers to the Memorandum of Association.
9. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to

the other Directors of the Company. An alternate Director shall be an officer of the Company, shall be responsible for his own acts and defaults and shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Article shall be effected in writing under the hand of the Director making it.

10. A Director or an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
11. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.
12. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.
13. No Director shall at any time be required to retire or vacate his office of Director or be ineligible for re-appointment as Director by reason of his attaining or having attained the age of 70 or any other age and sub-clause (a) of Regulation 88 of Part I of Table A shall be modified accordingly.
14. (A) A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being of the Company shall have power from time to time and at any time to appoint any person as a

Director either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making it, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

(B) The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

(C) (i) The directors may apply for and take out, purchase or otherwise acquire and maintain any insurance policy covering all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) for their legal liability both to the Company and to third parties for damages, claimants' costs and all other expenses (including legal expenses) incurred as a result of breach of contract, breach of trust, breach of duty, neglect, error, omission, misstatement, misrepresentation, negligent advice, breach of warranty, conflict of interest, wrongful trading, imprudent investment, unauthorised payment or other act wrongfully committed or attempted by all or any of the directors, auditors or other officers

of the Company in their capacity as such, or breach of warranty of authority in the course of performing their duties as directors, auditors or other officers of the Company.

- (ii) The Company may indemnify all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) from any liability legally incurred by them and may apply for, take out, purchase or otherwise acquire and maintain any insurance policy covering the Company in respect of such indemnity.

EXECUTIVE AND OTHER DIRECTORS

- 15. The Directors may from time to time and at any time pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Companies Act 1948 and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting

of the Board of Directors or of any such committee except at the request of the Board of Directors or of such committee and if present at such request he shall not be entitled to vote thereat.

NOTICES

16. The following Regulations of Part I of Table A shall apply as amended by this Article:-

- (a) the last sentence of Regulation 98 shall be deemed deleted.
- (b) in Regulation 131 there shall be deemed deleted the words "or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him"; and
- (c) in Regulation 134 there shall be deemed deleted all words in paragraph (a) thereof other than the words "every member".

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Stephen Alexander Fenlaugh
20 Copthall Avenue
London EC2R 7JH

Solicitor

Clifford George O'Neal
20 Copthall Avenue
London EC2R 7JH

Solicitors' Manager

Dated 17th October 1975

Witness to the above signatures:

Ellen Hedges
20 Copthall Avenue
London EC2R 7JH

Private Secretary

WH12/D40

BLICK ROTHENBERG

CHARTERED ACCOUNTANTS

12 YORK GATE LONDON NW1 4QS
FACSIMILE: 071-935 6352 TELEPHONE: 071-264 0111

OUR REFERENCE: DH/13-172/bab

The Directors
Straumann (Great Britain) Limited
12 York Gate
London NW1 4QS

YOUR REFERENCE:

1231873

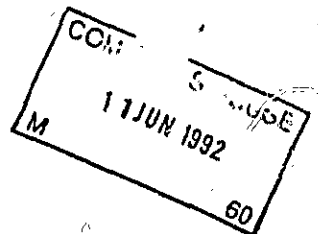
15 April 1992

Dear Sirs

We hereby resign as auditors of the Company with immediate effect. We consider that there are no circumstances connected with our ceasing to hold office which should be brought to the attention of the members or the creditors of the Company.

Yours faithfully

Blick Rothenberg



A. V. HOMBERGER W. D. ROTHENBERG R. GLATTLER M. G. KORN M. GOLDSTEIN R. M. ROTHENBERG J. A. NEWMAN
G. LEHMANN S. K. SHAH P. C. L. B. M. GIBSON M. A. MILLARD M. H. GOLDSTEIN N. SHAH

CONSULTANT H. ROTHENBERG O.B.E.

AUTHORISED BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES TO CARRY ON INVESTMENT BUSINESS

No. 1231893

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

STRAUMANN (GREAT BRITAIN) LIMITED

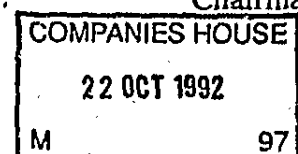
(Passed 15th October 1992)

* AT an Extraordinary General Meeting of the above-named Company duly convened and held on 15th October 1992 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to STRATEC Medical Limited.

.....
Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1231893

I hereby certify that

STRAUMANN (GREAT BRITAIN) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

STRATEC Medical Limited

Given under my hand at the Companies Registration Office,

Cardiff the 1 NOVEMBER 1992

P. Bevan
P. BEVAN

an authorised officer

THE COMPANIES ACTS 1948 to 1967

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

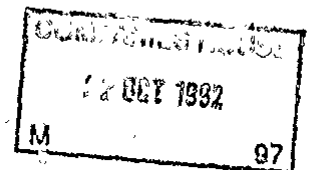
1231893

MEMORANDUM OF ASSOCIATION

OF

STRATEC MEDICAL LIMITED

Fox Williams
City Gate House
39-45 Finsbury Square
London EC2A 1UU



THE COMPANIES ACTS 1948 to 1967

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

STRATEC MEDICAL LIMITED

- *1. The name of the Company is STRATEC MEDICAL 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 carry on the business of importers, distributors, hirers and dealers (whether wholesale or retail) and as manufacturers, assemblers, repairers, maintenance and servicemen, storers, engineers, designers, adapters and exporters of products capable of supplementing, substituting for, restoring, assisting or otherwise useful in connection with any function or malfunction or nonfunction of any part of a body and any products capable of being used by or for the benefit of the medical, veterinary or dental profession; to carry on research in connection with that business and to apply the results of research from whatever source for the purpose of that business; to provide any services in connection with any such products; and to carry on the

*On 15th October 1992 by Special Resolution the name of the Company was changed from Straumann (Great Britain) Limited to STRATEC Medical Limited

business of devising, adapting and implementing educational, training and explanatory courses calculated directly or indirectly to further or facilitate the foregoing business.

- (2) To carry on business as bankers, capitalists, financiers, industrialists and merchants.
- (3) To carry on business as carriers by land, sea or air and as wharfingers, lightermen, warehousemen, builders, charterers and owners of land, sea and air transport of all kinds, and as transport agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management or control of works, undertakings and operations of all kinds, both public and private.
- (4) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property, rights or interests.
- (5) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (6) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in goods, products, substances, materials, plant, machinery, apparatus and things of all kinds and descriptions, and to plan, provide and procure all services and facilities capable of being used in any business of the Company or required by any customers of or

persons having dealings with the Company or which may seem capable of being usefully or profitably dealt with in connection with any such business.

- (7) To acquire, hold, manage, develop, dispose of and deal with any real or personal property, rights or interests on such terms and in such manner as the Company may think fit.
- (8) To acquire and undertake the whole or any part of the business, goodwill and assets of any person or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.
- (9) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures or other securities or rights issued or guaranteed by any company constituted or carrying on business or proposing to carry on business in any part of the world, and funds, loans, or other securities or rights of or issued or guaranteed by any government, state or dominion, public body or authority (whether supreme, municipal, local or otherwise) in any part of the world.
- (10) To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks,

trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

- (11) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property, rights and interests of the Company.
- (12) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (13) To lend and advance money or give credit to such persons or companies on such terms as may seem expedient and whether with or without security, but not to carry on the business of a registered moneylender.
- (14) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any shares, debentures or other securities or rights of any person or company, including (without prejudice to the generality of the foregoing) any company

which is for the time being the Company's holding company or subsidiary as defined by section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business,

- (16) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (17) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (18) To apply for, promote and obtain any legislation, charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any legislation, actions, steps, proceedings or applications which may appear directly or indirectly, to be adverse to the interests of the Company or of its members.
- (19) To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise), or any companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (20) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or it of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise.
- (21) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company.
- (22) (a) To establish, maintain, participate in and contribute to or procure the establishment and maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the

Company or its holding company to be held for the benefit of employees (including Directors and officers) of the Company or of any subsidiary of the Company, and to establish and maintain any option or incentive scheme approved by the Company in General Meeting whereby selected employees (including Directors and officers) of the Company or of any subsidiary of the Company are given the opportunity of acquiring shares in the capital of the Company, and (subject to the provisions of Section 54 of the Companies Act, 1948) to lend money to employees of the Company to enable them to purchase such shares, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose which may be considered directly or indirectly to further the objects of the Company or the interests of its members, and to do any of the matters aforesaid either alone or in conjunction with others.

- (b) (i) To apply for and take out, purchase or otherwise acquire and maintain any insurance policy covering all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) for their legal liability both to the Company and to third parties for damages, claimants' costs and all other expenses (including legal expenses) incurred as a result of breach of contract, breach of trust, breach of duty, neglect, error, omission, misstatement, misrepresentation, negligent advice, breach of warranty, conflict of interest, wrongful trading, imprudent investment, unauthorised payment or other act wrongfully committed or attempted by all or any of the directors, auditors or other officers of the Company in their capacity as such, or breach of warranty of authority in the course of

performing their duties as directors, auditors or other officers of the Company.

- (ii) To indemnify all or any of the directors, auditors or other officers of the Company (including the estate, heirs, legal representatives or assigns of a deceased director, auditor or other officer of the Company and the legal representatives or assigns of a director, auditor or other officer of the Company in the event of his incapacity to manage his affairs by reason of mental disorder within the meaning of the Mental Health Act 1983 or any amendment or re-enactment thereof) from any liability legally incurred by them and to apply for, take out, purchase or otherwise acquire and maintain any insurance policy covering the Company in respect of such indemnity.
- (23) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (24) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company as aforesaid.
- (25) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, government or authority (whether supreme, municipal, local or otherwise).

- (26) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing.
- (27) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others.

And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere; and
- (B) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The share capital of the Company is £20,000 divided into 20,000 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	No. of Shares taken by each Subscriber
---	--

Stephen Alexander Fenlaugh
20 Copthall Avenue
London
EC2R 7JH

One

Solicitor

Clifford George O'Neal
20 Copthall Avenue
London
EC2R 7JH

One

Solicitors Manager

DATED this 17th day of October 1975

Witness to the above signatures:-

Ellen Hedger
20 Copthall Avenue
London
EC2R 7JH

Private Secretary

(MFG\DOCS\2069)