

PEGASUS AIRWAVE LIMITED

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at on ²² 1998
 at .m. for the purpose of considering and if thought fit passing
 the following resolution as a special resolution:-

SPECIAL RESOLUTION

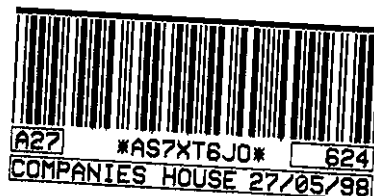
That the draft regulations produced to the meeting and signed by the Chairman of the Board for identification purposes be and are adopted by the Company as the New Articles of Association in substitution for the existing Articles of Association.


 By Order of the Board

Registered Office:
 St Catherine Street,
 Gloucester GL1 2SL

Note:

1. A Member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A proxy form and the authority (if any) under which it is signed or a notarially certified copy of such authority must be deposited at the Registered Office not less than 48 hours before the time fixed for the meeting.



Number of Company:01908750

Incorporated under the Companies Acts 1948-1981

Company Limited by Shares

NEW

ARTICLES OF ASSOCIATION


- of -

PEGASUS AIRWAVE LIMITED

(Adopted by Special Resolution passed

on the 22 day of April 1998)

1 PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to Company save insofar as they are varied or excluded by or are inconsistent with these Articles of Association.
- 1.2 Any reference in these Articles of Association to a regulation shall be construed as a reference to the regulation of that number contained in Table A.
- 1.3 Where the context so requires words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender.
- 1.4 Any reference in these Articles to any enactment shall be construed as a reference thereto as consolidated amended modified or re-enacted from time to time.
- 1.5 In these regulations:-
"Act"
means the Companies Act 1985 (as amended) by the Companies Act 1989;
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"Acts"

means the Companies Acts 1985 and 1989 and any statutory modification or re-enactment thereof for the time being in force and every other act for the time being in force concerning companies and affecting the Company;

"associated company"

means any other company which is for the time being and from time to time a subsidiary or associated undertaking of the Company (as defined in the Act);

"Company"

means this Company and "company" includes any body corporate or association of persons whether or not a company within the meaning of the Act;

"directors"

means the board of directors for the time being of the Company or the directors present at a duly convened meeting of directors at which a quorum is present;

"Group"

means the Company and its associated companies collectively;

"Parent Company"

means Getinge Holdings UK Limited or other the successor in title to the equity shares in the capital of the Company;

"Secretary"

means the person for the time being holding office as the secretary of the Company.

2 SHARE CAPITAL

- 2.1 The authorised share capital of the Company at the date of adoption of these Articles is £2,000 divided into 2000 Ordinary Shares of £1.00 each.
- 2.2 The directors of the Company may (with the prior written consent of the Parent Company) exercise all power of the Company to allot relevant securities within the meaning of Part IV of the Act. Any authority under Sections 80 and 95 of the Act previously granted and in force on the date of adoption of these Articles shall be revoked as and from the date of adoption of these Articles.
- 2.3 Regulation 5 shall not apply.

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3 MEMBERS MEETINGS AND RESOLUTIONS

3.1 Every Notice calling a General Meeting shall comply with the provisions of Chapter IV of Part XI of the Act so that:-

3.1.1 sub-sections 370(3) and 370(4) of the Act shall not apply and accordingly any one or more of the members holding alone or together not less than one tenth of the issued share capital of the Company may call a General Meeting of the Company and one member present personally or by proxy or through an authorised representative shall be a quorum; and

3.1.2 the period of 8 weeks referred to in Regulation 37 shall be deemed to be reduced to 21 days; and

3.1.3 any written resolution passed pursuant to Section 381(A) - (C) of the Act shall be effective notwithstanding that no general meeting shall have been called or convened pursuant to Regulation 37 in respect thereof; and

3.1.4 any such Resolution as is referred to in Regulation 53 may consist of several documents in the like form each signed or approved in writing or by telex or facsimile transmission by an authorised representative or attorney of the Parent Company.

3.2 Regulations 37, 40 and 53 should be deemed to be modified accordingly.

4 PROXIES AND REPRESENTATIVES OF CORPORATIONS

4.1 An instrument appointing a proxy (and where it is signed on behalf of the Appointor by an attorney the letter or power of attorney or a duly certified copy thereof) must be delivered at the registered office of the Company at any time before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same date as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting if appropriate) at such meeting adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

4.2 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same

powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

4.3 Unless and until otherwise notified in writing to the Company any director appointed to the board of directors of the Company by the Parent Company shall be deemed to be the representative of the same.

4.4 Regulation 62 shall not apply.

5 POWERS AND DUTIES OF DIRECTORS

5.1 The business of the Company shall be managed by the directors, who may exercise all such powers of the Company as are not, by the Act or these Articles or by Table A required to be exercised by the Company by resolution in general meeting subject nevertheless to any of these Articles to the provisions of the Act and to Table A and to such directions as may be prescribed by the Company by special resolution but no such direction made by the Company shall invalidate any prior act of the directors which would have been valid if the direction had not been made.

5.2 Any or all of the powers of the directors shall be conferred varied or restricted in such respects and to such extent as the Parent Company may by such notice in writing to the Company from time to time prescribe this power being without prejudice to powers of the members conferred by Article 5.1.

5.3 Regulations 70 and 71 shall not apply.

6 APPOINTMENT AND REMOVAL OF DIRECTORS

6.1 The Company may by extraordinary resolution appoint a person who is willing to act to be director either to fill a vacancy or as an additional director and may also by extraordinary resolution remove any person from his office as a director of the Company any such removal being deemed to be an act of the Company and having effect without prejudice to any claim for damages for breach of any contract of service between any such director and the Company.

6.2 Without prejudice to the provisions of Article 6.1 the Parent Company may at any time and from time to time by notice in writing appoint any person to be a director or remove from office a director howsoever appointed but so that in the case of a director appointed to an executive office pursuant to Regulation 84 his removal from office shall be deemed to be an act of the Company and shall have

effect without prejudice to any claims for damages or breach of contract as between him and the Company.

6.3 The Parent Company may at any time and from time to time by notice to the Company vary the minimum number of directors or impose or vary the maximum number of directors.

6.4 Regulations 64 and 73 to 80 (inclusive) shall not apply.

7 DELEGATION OF DIRECTORS' POWERS

7.1 Regulation 72 shall not apply.

8 DIRECTORS' EXPENSES

8.1 The directors may be paid all travelling hotel and other wholly exclusively and necessarily incurred by them in connection with their attendance at meetings of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

8.2 Regulation 83 shall not apply.

9 PROCEEDINGS OF DIRECTORS

9.1 Not less than 7 days notice in writing of meetings of the directors or such shorter period as shall be reasonable in the circumstances shall be given to each of the directors at his address in the United Kingdom whether present in the United Kingdom or not.

9.2 The chairman of a meeting of the directors shall be a duly authorised representative of the Parent Company.

9.3 Notice of a meeting of the directors shall include an agenda specifying in reasonable detail the matters to be discussed at the meeting. No business which is not within the scope of the agenda shall be put to the vote at such meeting unless the Chairman so directs.

9.4 The quorum necessary for the transaction of business by the directors shall be two including a director appointed by the Parent Company. An absent director who is represented by an alternate director present at a meeting of directors may be counted in reckoning whether a quorum is present.

- 9.5 A resolution approved by the directors present at a duly convened meeting of the directors shall not be effective unless it is approved by a majority of the persons appointed or of the votes cast by the duly authorised representatives of the holding company.
- 9.6 A resolution in writing signed by the directors or their duly appointed alternates shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held provided that the directors so signing would if such meeting had been held have formed a quorum in accordance with these Articles of Association. Any such resolution may consist of several documents in the like form each signed or approved in writing or by telex or telefacsimile transmission by one or more of the directors (and/or their alternates).
- 9.7 Any Director may participate in a meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner should be deemed to constitute presence in person at such meetings.
- 9.8 A director who pursuant to regulation 85 has declared at a meeting of the directors the nature and extent of his interest in a contract proposed contract transaction or arrangement with the Company shall be entitled to vote in respect of that contract proposed contract transaction or arrangement or upon any matter arising therefrom and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the directors or of the committee of directors at which the vote is taken.
- 9.9 Regulation 88 shall be modified accordingly and regulations 89, 91, 93, 94 and 95 shall not apply.

10 NOTICES

- 10.1 Subject to Article 10.2 any notices to be given by or to any person pursuant to these Articles such Articles shall be given in writing by prepaid registered mail or by telex or telefacsimile addressed and sent to the recipient at his registered address (or such other address as may have been notified to the Company) or by delivery by hand at such address or addresses and if given or made by telex or telefacsimile or delivered by hand shall be deemed to have been received when

sent and if given or made by registered mail shall be deemed to have been received 48 hours after posting.

10.2 Any notice to be given by the Parent Company as hereinbefore envisaged shall be in writing served on the Company and signed on behalf of the Parent Company by any one of its Directors or by some other person authorised for the purpose.

10.3 Regulations 111, 112 and 115 shall not apply.

A handwritten signature or mark, possibly initials, consisting of several loops and a long diagonal stroke extending upwards and to the right.