

JOHNSON & JOHNSON LIMITED (No. 2175750)

Resolution duly passed at an Extraordinary General Meeting of the above named Company held at Barrington House, 59-67 Gresham Street, London EC2V 7JA on 22nd December 1987.

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £18,000,000 by the creation of 17,999,000 Ordinary Shares of £1 each such shares to rank pari passu with all the existing Ordinary Shares in the capital of the Company.

..... *R. O. Turner* Chairman



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FILED PURSUANT TO SECTION 9
EUROPEAN COMMUNITIES ACT 1972

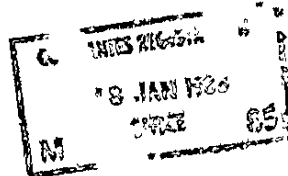
THE COMPANIES ACT 1985
BINKLATERS & PAINES
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHNSON & JOHNSON LIMITED (formerly Devonstar Limited)
(as amended by Special Resolution dated 22nd December, 1987)

1. The name of the Company is "Johnson & Johnson 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 manufacturers, importers, exporters, retailers and dealers, of and in pharmaceutical, medical, medicinal, surgical, toilet, dental, anatomical, orthopaedical, obstetric, gynaecological, veterinary, chemical, electrical, photographic, scientific, and industrial apparatus, appliances, machinery, articles, compounds, preparations, materials and requisites of all kinds and other drinks, soaps, cosmetics, perfumes, soap flavourings, toilet requisites and preparations, disinfectants and antiseptics.
 - (2) To carry on the business of general merchants, importers, exporters, manufacturers' agents, mail order dealers, brokers, and dealers, brokers and dealers both wholesale and retail in raw materials generally, manufactured goods, metal goods, plastic goods, stationery, ironmongery, hardware, software, household goods, chemicals, drugs, furniture, carpets and floor coverings, jewellery, china, glass, gold and silver, and goods made from and of these materials and compounds, intermediates, derivatives and by-products thereof, food, sweets, confectionery and all articles of food for human consumption, farm produce, live and dead stock, animal foodstuffs, wines and spirits, clothing and wearing attire, fancy goods, cosmetics, natural and synthetic materials, textiles, rubber, leather, plastic, resins vulcanite and goods manufactured either wholly or partly from any of these substances, industrial plant and machinery, scientific, chemical, optical and surgical instruments, photographic equipment, agricultural and horticultural goods and machinery, sanitary, heating, electrical, electronic and musical equipment, mechanically propelled vehicles and vessels of every description and generally all articles of commercial manufacturing, personal



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and household use and consumption, ornament and amusement and merchandise articles, commodities, materials and goods of every description whether manufactured or not, whether in a raw or natural state or in a processed state.

(3) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(4) To purchase or otherwise acquire and undertake all or any of the business property and liabilities of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(5) Generally to purchase take on lease or in exchange hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.

(6) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such Company and with or without guarantee to sell hold re-issue or otherwise deal with such shares stock or securities.

(7) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or Company in doing any of the things aforesaid.

(8) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights concessions, authorisations and privileges that may seem conducive to the Company's objects or any of them.

(9) To obtain the grant of, purchase or otherwise acquire any concessions, contracts, grants, trade marks, rights, patents, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or

option in relation thereto, and to perform and fulfil the terms and conditions thereof, and to carry the same into effect, operate thereunder, develop, grant licences thereunder, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

(10) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company, and to charge the same to capital as part of the cost of construction of any works carried out by the Company.

(11) To apply for, promote and obtain any Act of Parliament, charter or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.

(12) To promote any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this 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 of any such other Company.

(13) To enter into any arrangements or contracts with any person, firm or Company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.

(14) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other Company formed or to be formed.

(15) To pay for any rights or property acquired by the Company and to remunerate any person, firm or Company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company.

(16) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any Company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.

- (17) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or Company having for its objects similar objects to those of this Company or any of them.
- (18) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or Company whatsoever.
- (19) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- (20) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem purchase or pay off any such securities.
- (21) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time 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 also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (22) To distribute among the members or any class or classes of members of the Company in specie any property of the Company.
- (23) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(24) To sell, exchange, let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and, in particular, for shares or debentures, debenture stock or other securities of any other company.

(25) To do all or any of the above mentioned things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees.

(26) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects.

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

4. The liability of the Members is limited.

5. The Authorised Share Capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.*

* The authorised share capital was increased to £18,000,000 by ordinary resolution dated 22nd December, 1987.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares Shares Taken by each Subscriber
<p>MICHAEL WILLIAM DOUGLAS</p> <p>Crown House, 2, Crown Dale, London SE19 3NQ</p> <p>Company Director</p>	ONE
<p>RACHAEL ADAMS</p> <p>Crown House, 2, Crown Dale, London SE19 3NQ</p> <p>Company Secretary</p>	ONE

Dated the 6th day of August 1987

WITNESS to the above Signatures:

LAURANCE ADAMS
Crown House,
2, Crown Dale,
London SE19 3NQ

Company Formation Agent