

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

EUROCOR UK LIMITED

Company No 3169020



- 1 The name of the Company is EUROCOR UK LIMITED
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
 - (a) To carry on business as a general commercial company
 - (b) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Board of Directors thereof to be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
 - (c) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever's situate.
 - (d) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.
 - (e) To purchase or by any other means acquire, take over and undertake all or any part of the business property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired
 - (f) To buy, sell export, import, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, remodel, repair and maintain any engine, machinery, plant and material of any

description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

- (g) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company
- (h) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any company or corporation
- (i) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them
- (j) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licenses or privileges thereout.
- (k) To sell, let, license, develop, improve or otherwise deal with the undertaking of all or any part of the property or assets of the Company, upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in, any other company
- (l) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds obligations, interests, 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 whenever considered desirable and 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
- (o) To invest and deal with the monies of the Company not immediately in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.

- (p) To lend and advance money and give credit to any persons, firms, or companies on such terms and conditions as the Company may decide
- (q) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce and products of the Company or use its services and for any other purpose calculated to enhance the Company's business.
- (r) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable
- (s) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (t) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to assist any charitable association and assist in the promotion thereof
- (u) To pay all and any expenses incurred in connection with the promotion, formations and incorporation of this Company and to promote or aid in the promotion of any other companies
- (v) To distribute any property of the Company in specie among the Members of the Company
- (w) To procure the Company to be registered or recognised in any part of the world
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses

4. The liability of the Members is limited.

5 The share Capital of the Company is €3,020,000 divided into 2,000,000 Ordinary Shares of €1.51 each, each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the 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
description of subscribers

Shares taken
by each subscriber

David Parry
2nd Floor
83 Clerkenwell Road
London EC1R 5AR

ONE

Company Registration Agent

John Fake
2nd Floor
83 Clerkenwell Road
London EC1R 5AR

ONE

Company Registration Agent

Dated 1st February 1996

Witness to the above signatures.

Darren Cooper
2nd Floor
83 Clerkenwell Road
London EC1R 5AR