



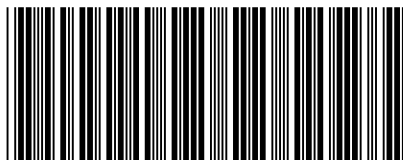
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6430342

The Registrar of Companies for England and Wales hereby certifies that
NEWCASTLE SURGERY CENTRE LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 19th November 2007



N0 6430342C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6430342

Company name

NEWCASTLE SURGERY CENTRE LIMITED

I,

ADRIAN DAVID STEVENSEN

of

VALLEY FARM HOUSE
MARTINS LANE
WOODBIDGE
CLOPTON
SUFFOLK
ENGLAND
IP13 6QX

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



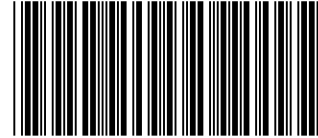
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: 19/11/2007



XZSY1US9

*Company Name
in full:*

**NEWCASTLE SURGERY CENTRE
LIMITED**

*Proposed Registered
Office:*

**MINERVA HOUSE
5 MONTAGUE CLOSE
LONDON
ENGLAND
SE1 9BB**

memorandum delivered by an agent for the subscriber(s): **No**

Company Secretary

Name

REED SMITH CORPORATE SERVICES LIMITED

Address:

**MINERVA HOUSE
5 MONTAGUE CLOSE
LONDON
ENGLAND
SE1 9BB**

Consented to Act: **Y**

Date authorised **19/11/2007**

Authenticated: **Y**

Director 1:

Name **ADRIAN DAVID STEVENSEN**

Address: **VALLEY FARM HOUSE
MARTINS LANE
WOODBIDGE
CLOPTON
SUFFOLK
ENGLAND
IP13 6QX**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **03/08/1954**

Consented to Act: **Y** *Date authorised* **19/11/2007** *Authenticated:* **Y**

Other Directorships: **BROADGATE MEDICAL CENTRE LIMITED
CLASSIC HOSPITALS GROUP LIMITED
CLASSIC HOSPITALS LIMITED
CLASSIC HOSPITALS PROPERTY LIMITED
COMMUNITY HEALTH LIMITED
FINSBURY MEDICAL CENTRE LIMITED
GENERAL MEDICAL CLINICS PLC
INDEPENDENT CARE HOSPITALS LIMITED
06269305 INDEPENDENT CARE LIMITED
OXFORD SURGERY CENTRE LIMITED
THE OXFORD MEDICAL CENTRE LIMITED
TRU MEDICAL PLC
UK HEALTHCARE HOSPITALS LIMITED
UK HEALTHCARE HOSPITALS MANAGEMENT LIMITED
UNIQUE HEALTHCARE LIMITED
WALK IN HEALTH LIMITED**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **19/11/2007** *Authenticated:* **Yes**

Certificate Number:

The Companies Acts 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

NEWCASTLE SURGERY CENTRE LIMITED

Incorporated on:

REED SMITH RICHARDS BUTLER LLP
REF:CORPORATE SERVICES
MINERVA HOUSE, 5 MONTAGUE CLOSE
LONDON
SE1 9BB
ENGLAND

The Companies Acts 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NEWCASTLE SURGERY CENTRE LIMITED

1. The name of the Company is **NEWCASTLE SURGERY CENTRE LIMITED**.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's object is to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and so that the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it and in addition and without prejudice to the generality of the foregoing the further objects for which the Company is established are:-
 - (a) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (b) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (c) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in

connection with the borrowing or raising of money by the Company to become a member of any building society. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (d) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (e) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (f) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (g) To grant pensions, annuities, allowances, gratuities, superannuation and bonuses or other allowances and benefits (including allowances on death) to officers, ex-officers, employees or ex-employees of the Company or any company which at any time is or was a subsidiary or a holding company of the

Company or another subsidiary of a holding company of the Company or otherwise associated the Company or of any predecessor in business of any of them, or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (h) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (i) To purchase and maintain for any director, other officer or auditor of the Company insurance against any liability against which the Company may lawfully insure any such persons including (without prejudice to the generality of the foregoing) any liability which by virtue of any rule of law would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- (j) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (k) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (l) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company

or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (m) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (n) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (o) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (r) To distribute among the members and creditors of the Company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. To cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (s) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (t) To do all such things as are incidental or conducive to the above objects or any of them or is likely, directly or indirectly, to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100.00 divided into 100 Ordinary shares of £1.00 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name and Address of Subscribers	Number of Ordinary shares of £1.00 each taken by each subscriber
ADRIAN DAVID STEVENSEN VALLEY FARM HOUSE MARTINS LANE WOODBIDGE CLOPTON SUFFOLK IP13 6QX ENGLAND	1
Total Shares	1

Dated: 19 November 2007

Company Number

The Companies Acts 1985 to 2006

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

of

NEWCASTLE SURGERY CENTRE LIMITED

Incorporated the day of 2007

REED SMITH RICHARDS BUTLER LLP
REF:CORPORATE SERVICES
MINERVA HOUSE, 5 MONTAGUE CLOSE
LONDON
SE1 9BB
ENGLAND

Tel: +44 (0) 20 7403 2900

Fax: +44 (0) 20 7403 4221

The Companies Acts 1985 to 2006

Private Company Limited By Shares

ARTICLES OF ASSOCIATION

of

NEWCASTLE SURGERY CENTRE LIMITED

PRELIMINARY

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these articles ('Table A') shall constitute the articles of association of the Company.
2. For the avoidance of doubt, references in these articles to numbered regulations of Table A are to such regulations as numbered immediately prior to the coming into force of the Companies (Tables A to F) (Amendment) Regulations 2007.
3. In regulation 1 of Table A the words 'and the articles' shall be deemed to be added after the words 'these regulations' in each place where they occur.

4. Regulations 76 to 79 (inclusive), 94 to 98 (inclusive), 111 and 112 of Table A shall not apply to the company.

SHARES

5. The share capital of the company is £100 divided into 100 ordinary shares of £1 each.
6. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £99. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
7. Sections 89 and 90 of the Act shall not apply to the company.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without assigning any reason refuse to register a transfer of any share (whether or not fully paid) to any person.

GENERAL MEETINGS

9. In Regulation 62 of the Table A the words '(or such shorter period as the directors may allow)' shall be deemed to be inserted after '48 hours' in paragraphs (a) and (aa).

NUMBER OF DIRECTORS

10. The word 'one' shall be deemed to be substituted for the word 'two' in regulation 64 of Table A. A sole director may exercise all the powers and discretions given to the directors by the articles; and regulations 88 and 89 of Table A shall be deemed to be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

11. A person willing to act may be appointed as a director and any director, howsoever appointed, may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the company) either -
 - (a) by an ordinary resolution of the company; or

- (b) by a member or members holding not less than a majority in nominal amount of the ordinary shares of the company for the time being in issue, by an instrument signed by or on behalf of him or them and delivered to the office.

The power of removal of a director from office conferred on the company by this article is in addition to that conferred by the Act, to the intent that sections 168 and 169 of the Companies Act 2006 shall not apply to a removal under this article.

- 12. If in consequence of the death of a member the company has no member capable of exercising the power of appointment or removal of a director conferred by the last preceding article, the personal representatives of the deceased member may exercise the power, by an instrument signed by them or on their behalf and delivered to the office.
- 13. The directors may also appoint a person willing to act to be a director.

PROCEEDINGS OF DIRECTORS

- 14. A meeting of the directors shall not be validly called unless at least seven clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting, or unless he waives the requisite notice. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.
- 15. The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.
- 16. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the company or in which he is in any way interested.

17. The words 'and any such document may be sent to the company by electronic means to such address as the company may for the time being have notified for that purpose' shall be deemed to be inserted at the end of regulation 93 of Table A.

THE SEAL

18. Regulation 101 of Table A shall apply only if the company has a common seal.

NOTICES

19. Subject to compliance with all relevant provisions of the Companies Act 2006, the company may send or supply documents or information to members by making them available on a website.

INDEMNITY

20. Without prejudice to the provisions of regulation 118 of Table A and to any other indemnity to which he might otherwise be entitled, every Officer shall, to the fullest extent permitted under the Act, be indemnified out of the assets of the company against all costs, charges, expenses or liabilities incurred by him in the exercise, execution or discharge of his powers or duties or in relation thereto including, without limitation, all liabilities attaching to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the company. Subject to the provisions of the Act, the company shall provide every Officer of the company with funds to meet expenditure incurred or to be incurred by him in defending any proceedings, whether civil or criminal, brought against him as an Officer of the Company or in connection with any application for relief in such proceedings.

For the purposes of this article, an 'Officer' is any director or other officer of the company (other than any person (whether or not an officer of the company) engaged by the company as auditor).

The directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or where at any time directors, officers or employees of the company, or of any other company which is its holding company or in which the company or such holding company has any interest

whether direct or indirect or which is in any way allied to or associated with the company, or of any subsidiary undertaking of the company or any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary or pension fund or employees' share scheme. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Name and Address of Subscribers

ADRIAN DAVID STEVENSEN

VALLEY FARM HOUSE

MARTINS LANE

WOODBIDGE

CLOPTON

SUFFOLK

IP13 6QX

ENGLAND

Dated: 19 November 2007