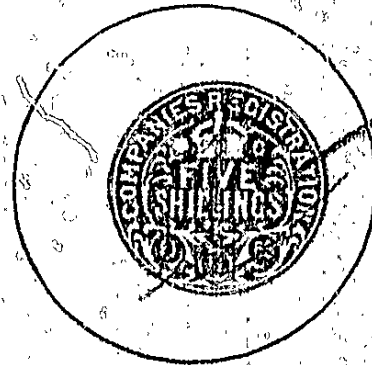


THE COMPANIES ACT, 1948.

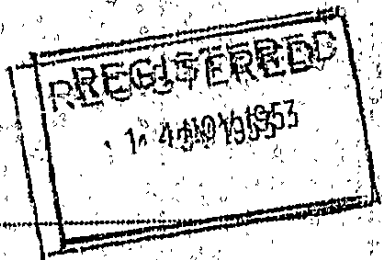


A 5s.
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

Pursuant to Section 15(2).



Name of
Company

MEDICA Limited.

Printed by

STONEHAM & SONS

108a Cannon Street,

London, E.C.4.

Offices and Printing Works:
320, HIGH HOLBORN, W.C.1.

Telephone:
HOLBORN 0091 (4 lines.)

PUBLISHED AND SOLD BY
WITHERBY & CO. LTD.
Law and Company Printers and Stationers,
15, NICHOLAS LANE, LONDON, E.C.4
TELEPHONE: MANSION HOUSE 7373 (4 lines.)

Printing Works:
CAREX PLACE, HIGH STREET,
WATFORD.
Telephone: WATFORD 3331

of 108a Cannon Street, E.C.4, in the City of London

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of Medina

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 108a Cannon Street in the City of London
the 10th day of November
one thousand nine hundred and fifty-two
before me.

(b) A Commissioner for Oaths.

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

(b) or Notary Public or Justice of the Peace.

NOTE—This Margin is reserved for binding, and must not be written across.

No. of Company.....525757/2

Form No. 25.



CC
10/1

MEDICA

COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to Section 112
of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899,
Section 39 of the Finance Act, 1920 and Section 41 of the Finance Act, 1933.

(NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100
or fraction of £100.—Section 41, Finance Act, 1933.)

REGISTERED

14 NOV 1953

This Statement is to be filed with the Memorandum of Association, or other
Document, when the Company is registered.

Presented by

Messrs. STONEHAM & SONS

108a Cannon Street, London, E.C.4.

PUBLISHED AND SOLD BY

WITHERBY & CO. LTD.,

Law and Comptroller's Printers and Stationers

Watford Factory:
CAREY PLACE, HIGH STREET.
WATFORD 3351.

15, NICHOLAS LANE, LONDON, E.C.4

TELEPHONE: MANSION HOUSE 7373 (4 Lines)

Offices and Factory:
320, HIGH HOLBORN, W.C.1
Holborn 0081
Holborn 2078

The NOMINAL CAPITAL of the.....MEDICA.....

.....Company, Limited,

is £ 100..... divided into..... 100..... shares of £1.....

each.

Signature.....
Solicitor engaged in the formation of the
Company.

Description

Date 10th November 1953.

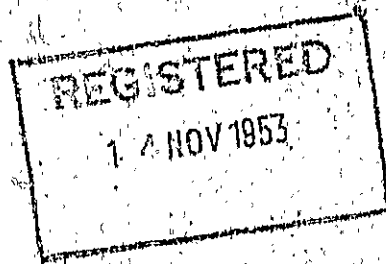


THE COMPANIES ACT, 1948

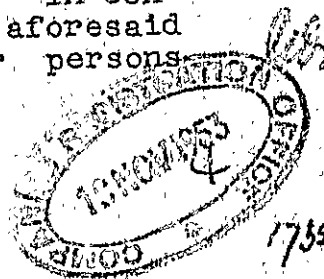
COMPANY LIMITED BY SHARES



Memorandum of Association
OF
MEDICA LIMITED.



1. The name of the Company is "MEDICA 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, either wholesale or retail, the trades or businesses of chemists, druggists and drysalers, together with ~~all~~ any trades or businesses carried on in connection therewith and to prepare, manufacture, import, produce, buy, sell and deal in all kinds of pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, salt, acids, alkalies, drugs, makers of and dealers in patent or proprietary medicines or drugs, perfumes, scents, oils, dyes, pigments, cosmetics, toilet requisites and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
 - (B) To buy, sell, manufacture, refine, manipulate, import, export and deal (both wholesale and retail) in all substances, apparatus and things capable of being used by the Company in connection with any of its objects as aforesaid or required by any customers of or persons having dealings with the Company.



1755

- (C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the above businesses or the general business of the Company.
- (D) To employ duly qualified persons as Doctors, chemists, dentists, opticians, whether pharmaceutical, analytical, consulting or otherwise, to act on the Company's behalf in any manner in which such person would act if he or she were carrying on business on his or her own behalf in connection with any of the businesses of the Company.
- (E) To investigate, survey, test, make experiments, analyse, obtain reports, opinions and certificate of experts, in relation to any patents, secret processes, patent or proprietary medicines or medicinal products, or any other property, whether real or personal, which the Company may acquire or become interested in or propose to acquire or become interested in and to employ, engage, retain the services of and send to any part of the world, explorers, geologists, chemists, patent agents, experts in all subjects, engineers, lawyers, counsel and others.
- (F) To carry on the businesses of storekeepers, general traders in all its branches and in particular to buy, sell, manufacture and deal in goods, stores, mineral and aerated waters, consumable articles and substances of all kinds, whether wholesale or retail.
- (G) 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 necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (H) 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.

- (I) 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.
- (J) To amalgamate with any other company whose objects are or 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 other Company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (K) To advance, deposit and lend money, securities and property to or with such persons and on such terms as may seem expedient, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
- (L) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (M) To acquire any shares, stocks, debentures, debenture stock, bonds, obligations or securities of any Government, authority, municipal, local or otherwise, corporation, company or persons and to underwrite or subscribe for the same either conditionally or otherwise and to

guarantee the subscription thereof and to issue, market and sell the same and generally to exercise and enforce all rights and powers incident to the ownership thereof.

- (N) To give any guarantee in relation to mortgages, loans, investments and securities, whether made or effected or acquired through the agency of the Company or otherwise and generally to guarantee or become sureties for the performance of any contracts and obligations.
- (O) To receive money on deposit at interest or otherwise.
- (P) To make, draw, accept, indorse, issue, discount, buy, sell and deal in promissory notes, bills of exchange, letters of credit, circular notes, negotiable securities, and other mercantile instruments.
- (Q) To undertake any trust or agency, to act as executor or administrator, manager, committee, treasurer, attorney, liquidator or registrar, and generally to undertake any office of trust or confidence of any kind and to perform and discharge the duties and obligations thereof.
- (R) Generally to carry on, either as principal, agent or trustee, any kind of business or financial trading or commercial or other operation commonly carried on or undertaken by bankers, capitalists, financiers, credit investment companies, promoters, public works contractors or concessionaires.
- (S) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conferences calculated to benefit Directors, officers, employees or ex-employees of the Company in the performance of their duties, or the interests or connections of such persons and to grant pensions and allowances, and to make payments, contracts, insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, national or useful object.
- (T) To make known the goods, products, or business

of the Company by such methods as may seem expedient, and in particular by advertising in the Press and on hoardings and elsewhere and by circulars, by purchase, exhibition and reproduction of works of art and interest, by publication of books, pamphlets and periodicals, by promoting competitions, and by granting prizes, rewards and donations.

- (U) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (V) 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 guaranteed rights in respect of dividend or repayment of capital 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.
- (W) 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.
- (X) 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 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.

(Y) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interest, or possessed of property suitable for the purposes of the Company.

(Z) To pay all expenses incurred in connection with the formation, promotion and incorporation of the Company and any company formed by the company or any company in which this Company is or may contemplate being interested, or to contract with any person, firm or company, to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company or of any Company promoted by this Company or in which this Company may be interested.

(AA) To distribute among the members 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.

(BB) 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, sub-contractors, trustees or otherwise.

(CC) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "Company"

in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the Kingdom of Great Britain and Northern Ireland or elsewhere. The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anywise 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 objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any part of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 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	Number of Shares taken by each Subscriber.
George William Russell 12 ^a Cannon Street London, E.C. Johnston Company, Managers	one
Barth, George Esq. 108 ^a Cannon Street London E.C. Solicitors Clerk.	one

DATED this *Ten* day of *November* 19*53*

WITNESS to the above Signatures :-

Robt. D. Stouffer
Solicitor
108^a. Cannon Street
London



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Articles of Association
OF
MEDICA LIMITED.

REGISTERED

14 NOV 1953

PRELIMINARY.

1. Subject as hereinafter provided the regulations contained in the First Part of Table "A" in the First Schedule to the Companies Act, 1948, (hereinafter referred to as Table "A") shall apply to the Company.

2. Clauses 6, 23, 24, 25, 26, 27, 28, 53, 58, 75, 76, 79, 88, 128, 129 and 136 of Table "A" shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table "A", subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of Section 23 of the Companies Act, 1948 and accordingly (1) no invitation shall be issued to the Public to subscribe for any shares or debentures of the Company; (2) the number of the Members of the Company, (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were whilst in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to

fifty, provided that, for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single Member; (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. Subject to any agreement between the Company and any other person, firm or company, the shares shall be at the disposal of the Directors and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Article 3, and provided that no shares shall be issued at a discount, except as provided by Section 50 of the Companies Act, 1948.

5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, and such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 53 of the Companies Act, 1948, shall be duly delivered to the Registrar of Companies for registration, and Section 52 of the same Act shall where necessary be duly complied with, and the amount of any such commission shall be stated in the balance sheets and annual returns of the Company as required by Section 149(2) and 124 of the same Act.

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

7. Until otherwise directed by the Company in General Meeting and subject to any agreement

between the Company and any other person, firm or company, any new shares from time to time to be issued or created shall, before they are issued, be offered to the Members in proportions as nearly as may be to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting the time within which the offer, if not accepted, will be deemed to be declined, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

TRANSFER OF SHARES.

8. Any Member proposing to transfer any share shall give notice in writing to the Company which thereupon will by notice in writing offer the same to the remaining Members in proportions as nearly as may be to the number of shares registered in their names at the date of such notice limiting the time within which the offer if not accepted will be deemed to be declined. In case any difference arises between the proposing Transferor and the purchasing member as to the fair value of a share the Auditor shall at the request of either party certify in writing the value and such certificate shall be final and fix the price to be paid. Subject as aforesaid no transfer of any shares 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 and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 5. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding Two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to

make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferees notice of the refusal as required by Section 78 of the Companies Act, 1948.

PROCEEDINGS AT GENERAL MEETINGS.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum.

10. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two Members entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one-tenth part of the issued share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS.

11. The number of Directors shall not be less than two nor more than seven. The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association.

12. The remuneration of the Directors shall

be fixed by the Company in General Meeting. The Directors may repay to any Director all such reasonable expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

13. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services, which in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

POWERS AND DUTIES OF DIRECTORS.

14. The Directors may borrow or raise from time to time for the purpose of the Company such sums as they think fit and may secure the repayment or payment thereof by mortgage or charge upon all or any of the assets of the Company or by the issue of debentures.

15. The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers of the proceedings of all meetings of directors and committees and of the attendance thereat and all business transacted at such meetings and any such minute of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting whether of the Company or the Directors shall be conclusive evidence without any further proof of the facts therein stated.

16. Clause 86 of Table "A" shall be modified by omitting therefrom all the words therein after the words "Committee of Directors" in sub-clause (c) of such clause.

17. In the event of the Directors being of the opinion that any Shareholder has taken or permitted any action which directly or indirectly shall have the effect of causing the Company to cease to be an exempt private Company within the meaning of Section 129 and the Seventh Schedule to the Companies Act 1948 the Directors may by seven days

previous notice in writing, request the Shareholder to make full disclosure of such action and to take such Counter action as they may consider necessary to preserve the exemption of the Company and in default the Company may forthwith sell in such manner as the Directors think fit the shares of the Shareholder in manner prescribed by clause 13 of Table A and pay the proceeds of sale less expenses to the Shareholder.

DISQUALIFICATION OF DIRECTORS.

18. The Office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (3) If he is found lunatic or becomes of unsound mind.
- (4) If he ceases or is prohibited from being a Director by any statutory provision or any Order made under a Statutory provision.

19. Notwithstanding the provisions of Section 185 of the Companies Act 1948 or any extension or modification thereof no Director of the Company or any person capable of being appointed a Director shall vacate his office or be disqualified or be ineligible for such appointment by reason of the fact that he has attained the age of seventy.

PROCEEDINGS OF DIRECTORS.

20. Clause 102 of Table "A" shall be modified by the addition of the words "And/or such other persons not being Directors of the Company" after the words "of their body".

ALTERNATE DIRECTORS.

21. If any Director shall be unable through

illness or otherwise to attend any meeting or meetings of the Directors, he may by writing under his hand, appoint any person to be his substitute; and every substitute shall be entitled to attend and vote at meetings of the Directors and shall have and exercise all the powers, rights, duties, and authorities of the Director appointing him, but shall not be required to hold any share qualification; Provided always that no such appointment of any person not being a Director shall be operative unless or until the approval of the Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of a substitute appointed by him, and (subject to such approval as aforesaid in the case of an appointee who is not a Director) appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his substitute shall thereupon cease and determine. Any revocation under this clause shall be effected by notice in writing under the hand of the Director making the same, and any such notice, if left at the registered office of the Company, shall be sufficient evidence of such revocation.

CAPITALISATION OF RESERVES ETC.

22. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, or for the redemption of redeemable shares, and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (b) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and among the Ordinary Shareholders in the shares and proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the Ordinary Shares and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution, apply such sum in paying up in full any unissued shares, debentures or debenture stock of the Company on behalf of the Ordinary Shareholders aforesaid, and appropriate such shares, debentures, or debenture stock to, and distribute the same credited as fully paid up, amongst such Shareholders in the proportions aforesaid, in satisfaction of their shares and interests in the said capitalised sum or shall apply such sum or any part

thereof on behalf of the Shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares, debentures or debenture stock held by such Shareholders, or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares, debentures or debenture stock, make cash payments to any Shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares, debentures or debenture stock in trustees upon trust for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of the shares to be distributed as aforesaid shall be filed in accordance with Section 52 of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment, shall be effective.

INDEMNITY.

23. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

Names, Addresses and Descriptions of
Subscribers.

George William Russell
108^a Cannon Street
London, E.C.
Solent Company, Manager

Robert Bernard Kirkland
108^a Cannon Street
E.C.
Schindler's Clerk.

DATED this 10th day of March 1953

WITNESS to the above Signatures:-

Wm. D. D. D. D.
Solent
108^a Cannon Street
London

DUPLICATE FOR THE FILE

No. 525757



Certificate of Incorporation

I Hereby Certify, That

MEDICA LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Fourteenth** day of
November One Thousand Nine Hundred and Fifty **three.**

[Signature]
Registrar of Companies

Certificate
received by

[Signature]
[Signature]
Date 16th November 53

CP-941
No. 525757.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MEDICA LIMITED

PASSED the 18th day of May, 1954.

At an EXTRAORDINARY GENERAL MEETING of the
above-named Company duly convened and held at 108a,
Cannon Street, London, E.C.4. the subjoined RESOLU-
TION was duly passed as a SPECIAL RESOLUTION :-

"That the name of the Company be changed to
"MEDICA CONFECTIONERY LIMITED"."

[Signature]
Chairman.

Presented for filing by

STONEHAM & SONS,
108a, Cannon Street,
London, E.C.4.

REGISTERED
20 MAY 1954

THIS IS TO
CERTIFY THAT THIS
DOCUMENT HAS BEEN
PRINTED BY TYPE-LITHO
PROCESS
p.p. WITHERBY & Co. Ltd.

A1885

COMPANIES REGISTRATION
20 MAY 1954

98
Company Number 525757



B

Reference: C.R. 98/1003/54

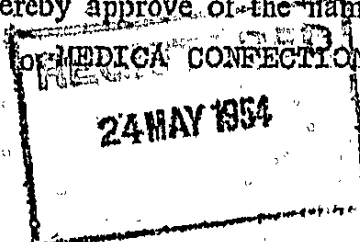
BOARD OF TRADE,

COMPANIES ACT, 1948

MEDICA

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed from MEDICA CONFECTIONERY LIMITED.



Signed on behalf of the Board of Trade

this twenty-fourth day of May 1954.

A handwritten signature in dark ink, appearing to read 'A. S. R. R. R.', written over a horizontal line.

Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FILE

No. 525757



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Herby Certify that

MEDICA LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

MEDICA CONFECTIONERY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **twenty-fourth** day of **May** One thousand nine hundred and fifty **four**.

L. R. [Signature]
Registrar of Companies.

Certificate received by

Post

Date

24-5-54

Assn

No. 525757. /10

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MEDICA CONFECTIONERY LIMITED

PASSED the 15th day of July, 1955.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 108a, Cannon Street, London, E.C.4. the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

"That the name of the Company be changed to "MEDICA LIMITED"."

J. R. Service
Chairman.



Filed by:-

Stonham & Sons

Solicitors

97

108a Cannon Street,

London E.C.4.

21 JUL 1955

Company Number.....52575.....



B

Reference: C.R. 98/1550/55

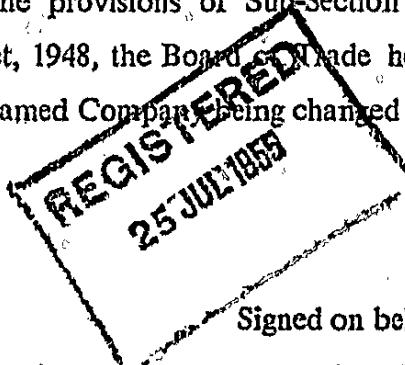
BOARD OF TRADE,

COMPANIES ACT, 1948

MEDICA CONFECTIONERY

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to MEDICA LIMITED.



Signed on behalf of the Board of Trade

this twenty-fifth day of July 1955.



A handwritten signature in cursive script, appearing to read 'G. Mann'.

Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

No. C.172.

DUPLICATE FOR THE FILE.

No. 525757



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

MEDICA CONFECTIONERY LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

MEDICA LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this ~~twenty-fifth~~ day of ~~July~~ One thousand nine hundred and fifty. ~~five~~

L. R. [Signature]
Registrar of Companies.

Certificate received by *J. W. Halliday* in behalf of
Stamham & Sons

Date *28th July 1955*

382

NO. OF COMPANY.....525757

76
THE COMPANIES ACT, 1948.

Notice of Place where Register of Members
is kept or of any Change in that place.

Pursuant to Section 110 (3)

To the REGISTRAR OF COMPANIES.

MEDICA

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act, 1948, that the Register of Members of the Company is kept at

Boehringer Ingelheim Limited,

Ellesfield Road, Southern Industrial Estate,

Bracknell, Berkshire.

(Signature)

(State whether Director or Secretary) Director and Secretary

DATED the 19th day of June 1974

NOTE:—This notice must be forwarded to the Registrar of Companies within 14 days after the date of
the incorporation of the Company or of the change, as the case may be.

Cat. No. C.F. 103

Jordan & Sons Limited

International Law Agents, Consultants & Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Presented by

Document Filer's Reference

For and on behalf of Boehringer Ingelheim Limited,

Ellesfield Road, Southern Industrial Estate,

Bracknell, Berkshire.

66
24 JUN 1974
20 OFFICE 20

G

COMPANIES FORM No. 353

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

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

† delete as appropriate

To the Registrar of Companies

For official use

Company number

[1612]

525757

Name of company

* Medisa Limited

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

Ellesfield Avenue,

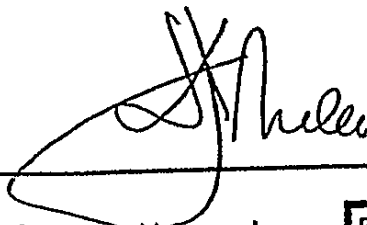
Bracknell,

Berkshire.

RG12 4YS

Postcode

Signed



[Director]^{and}[Secretary]† Date 27th November, 1985.

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

Boehringer Ingelheim Limited,
Ellesfield Avenue,
Bracknell,
Berkshire.
RG12 4YS

For official Use
General Section

Post room

30 NOV 1985

Company Number 525757

**NOTICE TO REGISTRAR OF COMPANIES
OF ELECTIVE RESOLUTIONS OF MEDICA LIMITED**

At the 41st Annual General Meeting of the Company held on 21st October, 1994
the following Resolutions were passed as Elective Resolutions;

1. That the Company do elect pursuant to section 252 of the Companies Act 1985 to dispense with the laying before the Company in general meeting of the Company's annual accounts and the Directors' and Auditors' reports thereon.
2. That the Company do elect pursuant to section 366A of the Companies Act 1985 to dispense with the holding of annual general meetings.



Chairman

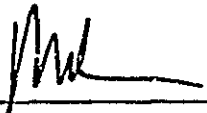


Company Number 525757

**NOTICE TO REGISTRAR OF COMPANIES
OF SPECIAL RESOLUTION OF MEDICA LIMITED**

At the 41st Annual General Meeting of the Company held on 21st October, 1994
the following Resolution was passed as a Special Resolution;

That the Company do elect pursuant to section 250 Companies Act 1985 to dispose with
the appointment of auditors.



Chairman

